

*Approved 5/29/2014*

**BY-LAWS OF THE NORTH SHORE LIBRARY FOUNDATION, INC.**

**ARTICLE I  
OFFICE**

The principal office of the corporation shall be located in the City of Glendale.

**ARTICLE II  
BOARD OF DIRECTORS**

**Section 1 - General Powers**

The business and affairs of the corporation shall be managed by its Board of Directors with such powers and authority as set forth under the Articles of Incorporation, provided however, that the Board of Directors, the agents, representatives and employees of the corporation shall consult with North Shore Library officials and interested civic groups and the Friends of the North Shore Library in determining and developing projects and programs in the North Shore Library to carry out the purposes for which the corporation was organized and established. The purpose of the North shore Library Foundation, Inc. is to raise resources and make comment and recommendations on the business of the North Shore Library. The North Shore Library Foundation, Inc. is an independent body only governed by the Foundation Board of Directors. The work and purpose of the North Shore Library Foundation, Inc. shall not be controlled by any other body.

**Section 2 - Number, Tenure and Qualifications.**

- a. The number of Directors of the corporation shall be not less than eleven, with the precise number as shall be determined by the Board to best serve the corporation's goals and purposes from time to time. Any member of the Foundation Board of Directors may make a request to increase the membership on the Foundation Board of Directors. A vote on increasing the membership of the Foundation Board of Directors to more than eleven may only take place at a noticed Foundation Board of Directors meeting with an appropriate and noticed agenda item.
- b. The first permanent Board of Directors shall be appointed by the initial organizing Board. Three of the members of the Board of Directors so appointed

shall be appointed to a term ending May 31, 2000; four shall be appointed for a term ending May 31, 2001; and four shall be appointed for a term ending May 31, 2002. Thereafter, Board members shall be appointed to serve three year terms.

- c. Subsequent to the appointment of the first permanent Board, Board positions shall be filled by nominations from a nominating committee of the Board consisting of not less than three members with election of the nominees by the full Board at its annual meeting in May each year.
- d. The membership of any Director shall be terminated by his or her death or resignation; further, his or her membership on the Board of Directors may be terminated by a vote of a two-thirds of all of the members of the Board of Directors at a regular or special meeting of the Board for any cause deemed sufficient by the Board of Directors. Any vacancy on the Board of Directors shall be filled for the unexpired term in the same manner provided for in subparagraph c above.
- e. The Directors shall serve without compensation. The Directors shall include: two (2) residents of each of the communities of Glendale, Bayside, River Hills and Fox Point; two (2) area business representatives; one (1) representative each of the Friends of the North Shore Library and the North Shore Library Board; one (1) member at large; and the Library Director, who shall serve as an *ex officio*, voting member.
- f. No member of the Board shall serve more than five consecutive three year terms on the Board.
- g. The Board of Directors shall elect from its membership a president, one or more vice-presidents, a secretary and a treasurer or such other officers as it may deem, desirable and necessary.

### **Section 3 - Regular Meetings**

Regular meetings of the Board of Directors shall be held quarterly on a date to be specified by a resolution to be adopted by the Board of Directors and at a time and place to be noticed in writing by the Secretary of the corporation who shall give at least five days notice of said meeting to all Directors.

#### **Section 4 – Additional and Special Meetings**

Additional meetings of the Board of Directors may be called from time to time as requested by the President or by resolution adopted by a majority of the Board of Directors at one of its meetings.

Special meetings may also be called by any three (3) Directors who shall notify all of the remaining Directors in writing, of said special meeting. Notice of any special meeting shall be given at least five days prior thereto by written notice which shall specifically designate those matters to be considered at said meeting, and shall be delivered personally or mailed to each Director at his or her business or residence address. If mailed, such notice shall be deemed to be delivered when deposited in the U. S. Mail, so addressed with postage thereon prepaid.

#### **Section 5 – Meetings by Electronic Forms of Communication**

The Board of Directors, or any committee of the Board, may, in addition to conducting meetings in which each Director participates in person, and notwithstanding any designation of meeting place set forth in the notice of the meeting or these By-Laws, conduct any regular or special meeting by the use of any electronic means of communication, provided (1) all participating Directors may simultaneously hear each other during the meeting, or (2) all communication during the meeting is immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

#### **Section 6 - Waiver of Notice**

Whenever any notice whatever is required to be given to any Director of the corporation, a waiver thereof in writing, 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 the waiver of notice of such meeting except where a Director attends a meeting and objects to the transaction of any business because the meeting is not lawfully called or convened. The purpose for which a special meeting of the Board of Directors has been called shall be stated in the notice of such meeting. Neither the

business to be transacted at, nor the purpose of any regular meeting of the Board of Directors need be specified in the notice of such meeting, except as provided by law. 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 a waiver of notice of such meeting, except as provided by law.

### **Section 7 - Elections**

The officers of the corporation shall be elected at the annual meeting of the Board of Directors of the corporation which shall be held in May, of each year, at a time and place to be noticed in writing by the Secretary of the corporation which shall be sent to all of the members of the Board of Directors of the corporation at least ten days in advance of said annual meeting. A majority vote of those present at the annual meeting shall be required for election to office.

### **Section 8 - Quorum**

Except as otherwise provided by law, a majority of the number of Directors as established by the By-laws 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 9 – 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 By-laws.

### **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 or her dissent shall be entered into the minutes of the meeting or unless he or she shall file his or 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 to the Secretary of the corporation immediately 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 - Committees**

The Board of Directors by resolution adopted by the affirmative vote of a majority of the number of Directors appointed under these By-laws of the corporation, may designate an executive committee and one or more other committees, each committee to consist of three or more Directors elected by the Board of Directors. To the extent provided in said resolution as initially adopted and as thereafter supplemented or amended by further resolution adopted by like vote, the Executive Committee shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the corporation, except action in respect to election of officers or the filling of vacancies in the Board of Directors or committees created pursuant to this action. The Board of Directors may elect one or more of its members as alternative members of any such committee who may take the place of any absent member or members at any meeting of such committee, upon request by the president or upon request by the chairman of such a meeting. Each such committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request. To the end that there will be knowledge and understanding of its work and participation in its activities by a representation of the North Shore communities, the Board of Directors shall have the further power and authority to appoint to all committees other than the Executive Committee, North Shore residents, tax payers and library supporters as members of said committees.

### **Section 12 - Informal Action Without Meeting**

Any action required or permitted by the Articles of Incorporation or By-laws or any provision of law to be taken by the Board of Directors at a meeting or by a 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.

### **Section 13 - Duties of Officers**

#### **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 or she shall, when present, preside at all

meetings of the Board of Directors. He or she shall have authority to appoint such agents and employees of the corporation as he or 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 Board of Directors. He or she shall have authority to sign, execute and acknowledge, on behalf of the corporation, all deeds, mortgages, bonds, stock certificates, 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 which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board of Directors, he or she may authorize a Vice President or other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments in his or her place instead. In general, he or she shall perform all duties incident to the office of President and such further duties as may be prescribed by the Board of Directors from time to time.

#### VICE PRESIDENT

In the absence of the president or in the event of his or her death, inability or refusal to act, the Vice President (or if there be more than one, the Vice Presidents in the order designated at the time of their election) shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President. The Vice Presidents shall perform such other duties and have such authority as from time to time may be assigned to them by the President or by the Board of Directors.

#### SECRETARY

The Secretary shall keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; be custodian of the corporate records; sign with the President or Vice-President so delegated, all deeds, mortgages, bonds, stock certificates, 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 which shall be authorized by resolution of the Board of Directors; and in general perform all duties incident

to the office of Secretary and have such further duties and exercise such authority as from time to time may be delegated or assigned to him or her by the President or by the Board of Directors.

#### 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 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 these by-laws; and 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 or her by the President or the Board of Directors.

#### OTHER ASSISTANTS AND ACTING OFFICERS

The Board of Directors shall have the power to appoint any person to act as assistant to any officer or 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 or she is so appointed to be assistant, or as to which he or she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

### **ARTICLE III 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 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 evidences of indebtedness shall be issued in its name unless authorized by or 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 the Treasurer. The Treasurer cannot be directed by any other person or group other than the North Shore Library Foundation, Inc. Board of Directors and/or the President of the Foundation Board.

**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 IV  
FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of January and end on the 31st day of December in each year.

**ARTICLE V  
ADMINISTRATIVE ASSISTANTS**

The Board of Directors shall be authorized to appoint or hire a person or persons to provide necessary administrative assistance and to compensate such individuals when appropriate.

**ARTICLE VI  
POWER TO ACCEPT OR REFUSE GIFTS**

Gifts, legacies, bequests, devises, may be made to the corporation for designated purposes, provided that they come within the general purposes for which the corporation was established and provided further, that the Board of Directors shall have the power to determine that under changed conditions, it is no longer wise, prudent or beneficial to use the gift, legacy, bequest, or devise for the purpose stipulated, in which event, the Board of Directors shall have full and

wide discretionary powers to use the gift, legacy, bequest, or devise for another purpose consistent and in harmony with the purpose for which the corporation was founded. The Board of Directors shall have the further authority to refuse a gift, legacy, bequest or devise if it determines that the property involved is inappropriate, or the conditions under which the gift, bequest, legacy or devise are made, are inconsistent with the purposes for which the corporation was established or are contrary to the best interests of the North Shore Library or are not made absolute.

**ARTICLE VII  
POWERS OF INVESTMENT**

The Board of Directors of the corporation shall have authority to invest its funds in accordance with the "prudent man rule" of investment without restriction to statutory provisions. The Board of Directors shall have the further authority to employ and reasonably compensate a bank or trust company to provide custodial and investment advisory services.

**ARTICLE VIII  
ANNUAL REPORT AND AUDIT**

The Board of Directors shall be required to submit to the governing bodies of the City of Glendale, and Villages of Bayside, Fox Point and River Hills, and to publish, an annual report of its activities. Any fiscal year the Foundation's funds exceed the specified Federal and / or State required threshold, an external audit will be conducted. Otherwise, an annual internal audit will be conducted by two board members with input from the Treasurer.

**ARTICLE IX  
AMENDMENTS**

The By-laws of the corporation may be altered, amended or repealed and new By-laws may be adopted by the Board of Directors at any annual or special meeting of the Board of Directors so long as they are consistent with the purposes for which the corporation was established and provided that ten days written notice of said meeting is given to all Directors and a copy of all proposed amendments or changes to the By-laws accompany said notice.

**ARTICLE X  
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more tax exempt, civic purposes to the North Shore Library.

**NORTH SHORE LIBRARY FOUNDATION, INC.**

**RESOLUTION AMENDING BYLAWS**

The undersigned, being the Secretary of North Shore Library Foundation, Inc., a Wisconsin non-profit, non-stock corporation, hereby certifies that the following resolution and action taken in accordance with the provisions the Wisconsin Statutes was duly enacted at a meeting of the Board of Directors of such corporation on May 29, 2014:

RESOLVED, that the By Laws of the Corporation be and are hereby amended as reflected in the attached copy of said Amended ByLaws.

Dated at Glendale, Wisconsin this 29<sup>th</sup> day of May, 2014.



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Robert Porsche,  
Secretary, Board of Directors  
North Shore Library Foundation, Inc.