

BY-LAWS OF THE RIVER FALLS LIBRARY FOUNDATION, Inc.

MEMBERSHIP:

Qualifications and Conditions

Any natural person, corporation, association, or organization shall be eligible for membership in the Foundation. An applicant shall be admitted to membership on payment of membership dues as determined from time to time by the Board of Directors. Honorary lifetime membership shall be conferred by action of the Board of Directors.

Memberships shall not be transferable but may be surrendered.

Classification of Members

Membership shall consist of two types as follows: Annual and Honorary. All members shall be entitled to vote. No person may hold more than one type of membership.

The Board of Directors shall have the authority to set forth the requirements for each type of membership.

General Voting Rights

An Annual Meeting of the membership of the Foundation shall be called in September of each year, specifically to elect a requisite number of Directors and to hear a report of the affairs of the Foundation.

At any regular or special meeting of the members of the Foundation, each voting member in good standing shall be entitled to one vote on any question or issue voted on by the membership, except that in the election of Directors each such member shall have as many votes as there are directorships to be filled at the election.

Except as otherwise provided by law, or these By-Laws, all matters voted on by the members at any meeting shall be decided by vote of the majority of the members present, provided however that in any election of Directors, the number of directorships to be filled shall be filled by those candidates who receive the highest number of votes cast, without regard to the presence or absence of an absolute majority in any case.

Power and Rights of Members

Members in good standing shall have the power:

1. To elect the Directors of the Foundation at the Annual Meeting of members.
2. To remove from office any Director or Officer for good and sufficient cause, at a regular or special meeting.
3. To hear, consider, and approve or disapprove reports of the Board of Directors, Officers, and Committees of the Foundation.
4. To hear and act as final arbiter in any dispute between or concerning the Directors, the Officers, or individual members.
5. To amend these By-Laws by majority of all the voting members in good standing; and to waive or suspend any By-Laws by resolution adopted by a two-thirds majority of the whole active membership.

Members may adopt resolutions for the guidance and direction of the Foundation at any Annual or special meeting, and such resolutions shall be binding on the Board of Directors and continue in effect until the next Annual Meeting of members.

Each voting member shall have the right at reasonable times to inspect the books of accounts and membership records of the Foundation, on written request to the Secretary.

Termination or Suspension of Membership

Membership in the Foundation, and all rights incident thereto, shall be terminated by one of the following:

1. Written resignation of the member submitted to the Secretary.
2. Failure to pay the required dues.
3. The death of a member.
4. The expulsion, following a hearing before the Board of Directors, of a member for a willful violation of or failure to comply with the Articles of Incorporation, By-Laws, or the duly promulgated rules and regulations of the Foundation.

DIRECTORS:

Directors -- Term of Office

Original and Successor Directors

Those persons named in the Articles of Incorporation as Directors shall hold office and comprise the Board of Directors until the first meeting of members, at which meeting an election of seven Directors shall be held and the successors to the original Directors chosen by the members. The Directors so elected shall serve until the next Annual Meeting of members and until their respective successors are elected and have qualified.

No person may be a Director who is not a member of the Foundation.

Directors -- Term of Office

Staggered Terms

The Directors shall hold office for a term of two years, with half the number elected in alternate years. Directors shall hold office until their successors have been elected and have qualified.

Resignation of Director or Officer

Any Director or other Officer may resign at any time. Such resignation shall be made in writing, shall be submitted to the Secretary, and shall take effect at such time as is specified in the instrument. Acceptance of the resignation shall not be required to make it effective.

Appointment of Officers

The Board of Directors shall appoint the Officers of the Foundation at the Annual Meeting of the Board for the ensuing year.

In case of the temporary absence of any Foundation Officer or the inability for any reason to perform the duties of the office for longer than thirty (30) days, the Board shall delegate the powers and duties of such Officer to another Officer or Director or Member in good standing of the Foundation during the period of the absence or disability.

The Board of Directors shall exercise general supervision and control over the corporate Officers and shall require such information and reports from the Officers, both formal and informal, as may in the judgment of the

Board be necessary or advisable. The Board may require the attendance of any Officer at any Board meeting. The President, Secretary, and Treasurer of the Foundation shall customarily attend each Board meeting.

No person may be an Officer who is not a member of the Board of Directors.

Removal of Director by Members

Any Director may be removed from the Board of Directors by affirmative vote of a majority of the members with voting power. Such action may be taken at any regular meeting or any special meeting at which due notice of the proposed removal shall have been duly given to the members with or as a part of the notice of the meeting.

Such removal may be accomplished with or without cause, but the Director involved shall be given an opportunity to be present and to be heard at the meeting at which the removal is considered.

Officers -- Filling Vacancies

When any Foundation office shall become vacant by reason of the death, resignation, incapacity, or removal of the incumbent, or for any other cause, the Board of Directors, by majority vote of the whole Board, shall appoint a successor who shall hold office for the unexpired portion of the term of his/her predecessor.

Board of Directors -- Filling Vacancies

A vacancy in the Board of Directors may be filled by a majority vote of the remaining Directors, even though less than a quorum is present, or by a sole remaining Director. Each Director, so elected, shall hold office until his/her successor is elected at an Annual, regular, or special meeting of the members.

Board of Directors -- General Powers and Duties

Subject to the limitation contained in the Articles of Incorporation and to the provisions of the law requiring corporate action to be exercised, authorized, or approved by the members of the Foundation, and except as otherwise expressly provided in these By-Laws, all the lawful powers of the Foundation shall be vested in and exercised by or under the authority of the Board of Directors, and the affairs of the Foundation shall be conducted and controlled by such Board. The foregoing general grant of power to the Board of Directors shall not be deemed to be curtailed or restricted by other provisions of these By-Laws that declare or impose the duty of the Board of Directors in any specific matter.

Board of Directors -- Delegation of Authority

The Board of Directors may delegate, to the extent that it considers necessary, any portion of its authority to manage, control, and conduct the current business of the Foundation, to any standing or special committee of the Foundation or to any Officer or agent thereof. Notwithstanding any delegation of authority that the Board may make hereunder, it shall exercise general supervision over the Officers and agents of the Foundation and shall be responsible to the members for the proper performance of their respective duties.

Board of Directors -- Acquisition and Encumbering of Property

The Board of Directors shall have the power to acquire by gift, or any lawful manner, any property, both real and personal, rights, or privileges that the Foundation may lawfully acquire, on such terms and conditions as the Board shall deem proper and which comply with the stated purposes of the Foundation.

Board of Directors -- Determination of Duties and Salaries of Foundation Officers

The Board of Directors shall have full authority, subject to other provisions of these By-Laws, to prescribe and assign the duties of all Officers of this Foundation, and to determine the entitlements, if any, of such Officers. No person shall be entitled to any compensation for any service performed or allegedly performed unless such salary, expense, or other compensation shall have been previously approved by the Board of Directors and is in the conformity with the expressed Foundation purpose.

OFFICERS:

Officers -- Powers and Duties of President

The President of the Foundation shall be the Foundation's principal executive Officer and shall exercise general supervision and control over all business and affairs of the Foundation.

Officers -- Powers and Duties of Vice President

The Vice President shall exercise the powers and perform the functions that are from time to time assigned by the President or the Board of Directors. The Vice President shall have the powers and shall exercise the duties of the President whenever the President, by reason of illness or other disability, or absence, is unable to act, and at other times when specifically so directed by the Board of Directors.

Officers -- Powers and Duties of Secretary

The Secretary of the Foundation shall be the custodian of and shall maintain the Foundation's books and records and shall be the recorder of the Foundation's formal actions and transactions. The Secretary shall also be responsible that an accurate and up-to-date list of memberships is maintained for the Foundation.

Officers -- Powers and Duties of Treasurer

The Treasurer of the Foundation shall be its chief fiscal Officer and the custodian of its funds, security, and property. The Treasurer shall have the following specific powers and duties:

1. To keep and maintain, open to inspection by any member at all reasonable times, adequate and correct accounts of the properties and business transactions of the Foundation, which shall include all matters required by law and which shall be in form as required by law.
2. To have the care and custody of the funds and valuables of the Foundation and deposit the same in the name and to the credit of the Foundation with such depositories as the Board of Directors may designate.
3. To maintain accurate lists and descriptions of all assets of the Foundation.
4. To see to the proper drafting of all checks, drafts, notes, and orders for the payment of money as required to the business of the Foundation, and to sign all such instruments with the President.
5. To disburse the funds of the Foundation for proper expenses as may be ordered by the Board of Directors, and to take proper vouchers for such disbursements.
6. To render to the President and Secretary or to the Board of Directors, whenever they may require it, an account of all his/her transactions as Treasurer.
7. No disbursement shall be made, however, which is not in conformity with the purposes of the Foundation as stated in its Articles of Incorporation.

Librarian as Advisory Member of Board of Directors

In addition to the elected Board of Directors as provided for in these By-Laws, the Chief Librarian of the River Falls Library system shall also be a member of the Board of Directors, acting in an advisory and consulting capacity, but without voting powers. Nothing herein, however, shall be construed as barring the Librarian from being elected as a voting member of the Board of Directors should the membership wish to do so.

MEETINGS:

Regular Meetings

Immediately following the adjournment of and at the same place as, the Annual Meeting of the members, the regular Annual Meeting of the Board of Directors shall be held. At such meeting the Board of Directors, including Directors newly elected, shall organize itself for the coming year, shall elect the Officers of the Foundation for the year, and shall transact such further business as many be necessary or appropriate.

The Board shall further hold regular meetings, at such date and times as may be set by the Board. At such regular meetings the Board shall transact all business properly brought before the Board.

These meetings of the Board of Directors shall be held at the principal office of the Foundation or such other place within the State of Wisconsin as the Directors may unanimously agree on.

The order of business at any meeting of the Board of Directors shall be as determined by the Board.

Special Meetings

Special meetings of the Board of Directors may be held from time to time, in addition to the regular meetings scheduled in these By-Laws, on notice and call as herein provided. A special meeting may be called by the President, Vice President, or not less than two of the duly elected, qualified, and acting Directors.

Any special meetings shall be held at the principal office of the Foundation or at such place as shall be designated from time to time by formal resolution duly adopted by the Board of Directors or at such place as shall be consented to in writing by all members of the Board.

Special Meetings -- Conference by Telephone

Special meetings of the Board of Directors may be held by means of telephone conferences or equipment of similar communications by means of which all Directors participating in the meeting can hear each other. Participating in the meeting by telephone or similar communications equipment shall constitute presence in person at the special meeting, except where a Director participates in a meeting for the sole purpose of objecting to the transaction of any business on the ground that the special meeting is not lawfully convened or called.

Notices

Notice of any special meeting of the Board of Directors shall be given in writing by personal service on each Director or by mailing to the Director's address registered with the Foundation, by first class mail, at least twenty-four (24) days before the date of the meeting, if applicable: the date and hour of the meeting; the place of the meeting, except that if no place is designated then the meeting shall be held at the principal office of the Foundation; and the business to be brought before the meeting. No business other than that so specified shall be transacted at any special meeting except by unanimous consent of all the Directors of the Foundation.

Waivers and Consents

Special meetings of the Board of Directors may be called informally by the Officer or Officers authorized to call such meetings by telephone or like method, and if all Directors of the Foundation meet at the time and place specified and execute written consents to the holding of the meeting and waivers of all notice requirements in regard thereto, then such meeting may be held with like effect as if formal written notice of the same had been given, and any Foundation business may lawfully be transacted at such meeting to which the Directors consent.

Indemnification of Directors and Officers

Each Director and Officer of the Foundation now or hereafter serving as such, shall be indemnified by the Foundation against any and all claims and liabilities to which he/she has or shall become subject by reason of serving or having served as such Director or Officer, or omitted, or neglected by him/her as such Director or

Officer; and the Foundation shall reimburse each person for all legal expenses reasonably incurred in connection with such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of the willful misconduct or gross negligence of any Director or Officer.

The amount paid to any Officer or Director by way of indemnification shall not exceed his/her actual, reasonable, and necessary expenses incurred in connection with the matter involved.

Annual Report -- Presentation to Members

The Board of Directors shall present at each Annual Meeting, and when called for by vote of the members, at any special meeting of the members, a full, true, and clear report on the business of the Foundation for the period reported on, and its condition as of the date of the report. Each such report shall disclose in detail the financial condition of the Foundation and the income and expenses of the Foundation for the period of the report.

ADOPTION AND AMENDMENT OF BY-LAWS:

Amendment of By-Laws -- By Members

Any of these By-Laws may be amended, rescinded, repealed, or altered, or additional By-Laws may be adopted, by affirmative vote of a majority of the members.

Amendment of By-Laws -- By Directors With Approval of Members

The Board of Directors, at any regular or special meeting, is authorized and shall have the power and authority to make, amend, supplement, or repeal By-Laws of this Foundation, or to adopt new By-Laws, by affirmative vote of the majority of all the members of the Board; provided, however, that any such amendments or additions shall be submitted to the members at their next regular meeting for approval or disapproval, and any amendment or addition that is not approved shall thenceforth cease to be of any force or effect.

Amendment of By-Laws – Restrictions

No amendment of these By-Laws may be made which would conflict in any way with the stated purposes of the Foundation as set forth in the Articles of Incorporation.

Invalidity of Actions

Any action of the Board of Directors, Officers, or of the membership at any Annual or special meeting which conflicts with the stated purposes of the Foundation as set forth in the Articles of Incorporation shall be void ab initio.

Certificate of Adoption of By-Laws By Directors

We, the undersigned, being all of the members of the Board of Directors of River Falls Library Foundation, Inc., do hereby certify that the foregoing By-Laws were unanimously adopted at a meeting of the members of the Foundation.

By-Laws -- Adopted and Approval Clauses

Passed and adopted by unanimous vote as the By-Laws of River Falls Library Foundation, Inc., at the meeting of the Board of Directors of the Foundation on May 15, 1989.

Witness my hand and the Seal of the Foundation this 15th day of May, 1989.

Helen Schmidt

(Corporate Seal)

Approved and ratified by unanimous vote at the First Meeting of the River Falls Library Foundation, Inc., on May 15, 1989.

Witness my hand and the Seal of the Foundation this 15th day of May, 1989.

Helen Schmidt

(Corporate Seal)

Revisions passed and adopted by unanimous vote as the By-Laws of River Falls Library Foundation, Inc., at the meeting of the Board of Directors of the Foundation on April 28, 1999.

Witness my hand and the Seal of the Foundation this 28th day of April, 1999.

Kirby Symes

(Corporate Seal)

Revisions approved and ratified by unanimous vote at the Annual Meeting of the River Falls Library Foundation, Inc., on April 28, 1999.

Witness my hand and the Seal of the Foundation this 29th day of September, 1999.

Kirby Symes

(Corporate Seal)