

Bylaws of the Friends of Cudahy Library, Inc.
(September 2016)

ARTICLE I: NAME

Section 1. The name of the corporation is the Friends of Cudahy Library, Inc.; incorporated on February 6, 2014, and hereinafter referred to as FOCL. FOCL is a non-stock, nonprofit Wisconsin corporation organized under Chapter 181 of the Wisconsin Statutes, with an office located at the Cudahy Family Library in Cudahy, Wisconsin, 53110. The corporation shall not have a seal. The period of existence shall be perpetual.

ARTICLE II: ESTABLISHMENT AND MISSION

Section 1. FOCL was founded in April of 1980. The first library friends group in Cudahy was formed in 1966 and dissolved in 1968.

Section 2. The mission of FOCL is to promote public interest in and greater use of the Cudahy Family Library; to provide financial support to the Library; and to sponsor cultural, educational, and recreational programs and events.

ARTICLE III: OBJECTIVES

Section 1. The objectives of FOCL, under the direction and supervision of the Cudahy Family Library's administration and staff, are as follows:

- to promote the Library's mission and vision in the community,
- to act as ambassadors for the Library,
- to enhance the community's and public's awareness of the Library,
- to support the conservation of the Library's facility and collections,
- to assist in the development and promotion of Library activities, reading and literacy, and
- to build membership in the organization.

ARTICLE IV: MEMBERSHIP

Section 1. Membership is open to any individual, organization, business, and/or club interested in supporting the mission and objectives of FOCL. Membership is obtained and maintained by payment of annual dues, lifetime membership, or honorary membership.

Section 2. FOCL's membership year is from January 1 to December 31. Members who have not paid their dues after reminder notices will be removed from the membership roll.

Section 3. FOCL members are welcome and encouraged to attend all administrative meetings scheduled for the year.

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ARTICLE V: STEERING COUNCIL

Section 1. FOCL shall be administered by a Steering Council of at least five and no more than eight individuals who are members in good standing, and one library staff member. It is not necessary that all positions on the Council be filled. If at the time of the annual meeting there are positions available on the Steering Council, the members shall have the discretion to determine whether said positions should be filled. The Library Director or his/her designee shall also be a member of the Steering Council.

Section 2. The business and affairs of FOCL shall be controlled and managed by its Steering Council, which may adopt rules and regulations governing the action of said Council, as provided for in Chapter 181, Wisconsin Statutes, and as limited by the Articles of Incorporation.

Section 3. The Steering Council shall appoint a Nominating Committee to submit the names of individuals from FOCL's membership and/or from the general public who shall be eligible for election to the Steering Council. The Steering Council shall seek to involve broad based support from the general public by involving people on its Council with diverse business, professional and personal experience.

Section 4. Members of the Steering Council are initially elected to one-, two-, or three-year terms at the annual meeting. The terms of the members of the Steering Council shall be staggered to ensure continuity and experience from year to year. A member may serve for three consecutive three-year terms. Elected members of the Steering Council shall continue in office until a successor has been elected. Former members may be reelected to the Council after an absence of at least one year.

Section 5. Any member who has three (3) unexcused absences in a year from regular meetings of the Steering Council may be considered as having resigned his/her position. In case of any vacancy on the Council, a successor to fill the unexpired portion of the term may be approved by a majority of the Steering Council, or the Council may wait for the annual meeting.

Section 6. Any member may be removed from the Steering Council, with cause, by a majority vote at a regular meeting or at a meeting called for that purpose. Before any person is removed from office, written notice from the Steering Council stating the reasons shall be mailed to the individual at least ten days before such action, with an opportunity provided for the individual to address said reasons.

Section 7. Members of the Steering Council may be reimbursed for mileage and other necessary expenses incurred in performing their duties so authorized by the Council.

Section 8. All individuals affiliated with the Steering Council shall be selected entirely on a nondiscriminatory basis without regard to race, creed, color, religion, gender, sexual orientation, age, national origin, marital status, disability, or political affiliation. Committee members are chosen, recognized, and dismissed on the basis of experience, competence, and job performance.

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ARTICLE VI: OFFICERS

Section 1. The officers of the Steering Council shall be a Chairperson, a Secretary, and a Treasurer. The officers shall be elected annually by the Steering Council at the annual meeting. No person may serve as an officer of the Steering Council who is not a member of FOCL. No person shall be nominated or elected without consent to serve. Officers shall serve for a one-year term and may serve in a particular office for three consecutive terms.

Section 2. Nominations for officers of the Steering Council shall be presented to the FOCL membership no less than two weeks prior to the annual meeting. Additional nominations may be made from the floor of the annual meeting.

Section 3. The Chairperson shall preside at all meetings of the Steering Council, sign the records thereof, and perform all the duties usually performed by presidents of organizations. If the Chairperson can not make a scheduled meeting, he/she shall designate another member to conduct the meeting.

Section 4. The Secretary shall handle all correspondence and reports, record minutes of all the meetings, and shall perform such duties as are generally associated with the office.

Section 5. The Treasurer shall keep an accurate account of all monies received and disbursed, and shall deposit all monies of FOCL in the banks or depositories designated by the Steering Council. All the records of FOCL will be kept in the office of the Library Director at the Cudahy Family Library.

Section 6. In the case of a vacancy in the office of the Chairperson, either the Secretary or Treasurer may assume the duties of the office for the remainder of the one year term, or one member of the Council may be appointed to serve as chair for the remainder of the year.

ARTICLE VII: MEETINGS

Section 1. The Steering Council shall hold four meetings a year, including an annual meeting held during the last quarter. Special meetings may be called by or at the request of the Chairperson or any two members. All meetings shall be open to the members of FOCL.

Section 2. Notice of all meetings shall be given at least two weeks previously thereto by written notice delivered personally or sent by mail or via electronic means to each member at the address shown in the records of FOCL. A majority of the Council members shall constitute a quorum for the transaction of business.

Section 3. In emergency situations meetings of the Steering Council may be conducted by telephone or any other communication technology in accordance with Wisconsin Statutes 181.0820 (3).

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ARTICLE VIII: GENERAL OPERATION

Section 1. FOCL shall have the authority to expend the net annual income generated and may retain accumulated funds from year to year. All ordinary and necessary expenses incurred in operating the corporation shall be paid from income. Funds for special projects and gifts for for the Library may be expended from FOCL savings with the approval of the Steering Council.

Section 2. The fiscal year shall begin on January 1 and end on December 31. The books and accounts shall be kept in accordance with generally accepted accounting principles and shall be reviewed annually by appointment of the Chairperson.

Section 3. FOCL shall not perform any act or transact any business that will jeopardize the tax exempt status of the corporation under section 501 (c) (3) and section 509 of the Internal Revenue Code and their regulations as such sections and regulation now exist or may hereafter be amended or under corresponding laws and regulations hereafter adopted.

Section 4. Upon a dissolution of FOCL, the surplus assets of the organization shall be distributed to the Cudahy Family Library Endowment Fund, Inc.

ARTICLE IX: INDEMNIFICATION

Section 1. FOCL shall indemnify and hold harmless each member of the Steering Council and the Library Director now, heretofore, and hereafter serving FOCL, and the heirs, executors, administrators, and personal representatives of such trustees, from and against all costs and expenses which may be imposed upon or incurred by them in connection with or resulting from any claim, demand, action, suit, prosecution, administration, or court proceeding in which they or any of them may be involved by reason of any such member having been on the Steering Council, whether or not he or she continues to be a member of the Steering Council at the time such costs and expenses are imposed or incurred. As used herein, the term “costs and expenses” shall include, but not be limited to, counsel fees, costs of investigation and preparation, amounts of judgments, decrees, and fines or penalties against the amounts paid in settlement by any such member of the Steering Council.

Provided, however, that no such member shall be indemnified:

(a) With respect to any matter as to which such member shall, in any action, suit, or proceeding, be finally adjudged guilty of negligence or willful misconduct in the performance of his or her duties as a member, including any violation of the open meeting laws (Ch. 19.81-19.98, Wisconsin Statutes).

(b) In the event of settlement of any such claim, demand, action, suit, or proceeding unless:

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(1) such settlement shall with the knowledge of the indemnification provided for hereby be approved by the court having jurisdiction of such action, suit, or proceeding or by any other court of proper jurisdiction in any appropriate action, or

(2) such settlement shall have been determined by the Steering Council to be for the best interests of FOCL and shall have been made upon the written opinion of legal counsel selected by or in a manner determined by the Steering Council to the effect that there is no reasonable ground of liability for negligence or willful misconduct on the part of such member and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such claim, action, suit, or proceeding to a final conclusion.

The foregoing right of indemnification shall not be deemed exclusive of any other right to which such member may otherwise be entitled and shall inure to the benefit of his or her heirs, executors, administrators, and personal representatives. FOCL shall have the right to intervene in, defend, hire counsel, and incur reasonable expense in the defense of such actions, suits, proceedings, or claims brought or asserted against any such member of FOCL arising out of his or her acting or having acted as such member.

ARTICLE X: CODE OF ETHICS

Section 1. The following Code of Ethics applies to all individuals affiliated with FOCL, whether they serve in the capacity of Steering Council member or volunteer.

1. Individuals in the capacity of trust imposed upon them shall observe ethical standards with absolute truth, integrity, and honor.
2. Individuals must avoid situations in which personal interests might be served for financial benefits gained at the expense of FOCL, or members of the organization.
3. It is incumbent upon any individual to disqualify himself/herself immediately whenever even the appearance of a conflict of interest exists.
4. Individuals must distinguish clearly in their official statements between their personal philosophies and attitudes and those of FOCL. Members must acknowledge and support the formal position of the Steering Council even if they personally disagree.

ARTICLE XI: AMENDMENTS TO THE BYLAWS

Section 1. These bylaws may be altered, amended or repealed, and new bylaws adopted by a majority vote of the Steering Council, at the next meeting scheduled after the meeting at which the proposed changes were first introduced.

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ARTICLE XII: RULES OF ORDER

Section 1. The latest edition of Robert's Rules of Order shall, in the absence of provision to the contrary herein, be observed in governing the transactions of the business of the Steering Committee.

The Bylaws of FOCL were approved and adopted on September 9, 2016.

Chairperson

Library Director

Date

Date