

BYLAWS

RACINE PUBLIC LIBRARY FOUNDATION, INC.

ARTICLE I. OFFICES

The principal office of the foundation shall be located at 75 Seventh Street, Racine, Wisconsin, 53403. The foundation may have such other offices as the Board of Directors may determine or as the affairs of the foundation may require from time to time.

ARTICLE II. BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the foundation 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. Unless otherwise required by law, any issues submitted to the Board of Directors shall be determined by a majority of the number of directors present at a meeting at which a quorum is present.

Section 2. Number, Tenure, and Qualifications. The number of directors shall be a minimum of nine (9) including: the President and a second member of the Racine Public Library Board of Trustees; one member of the Friends of the Racine Public Library; the Library Director; a staff member, and at least four (4) at-large directors. The at-large directors shall, initially, be appointed by the President of the Racine Public Library Board of Trustees and ratified by that board. After their initial term, these directors shall be appointed by the Foundation Board of Directors. When more at-large directors are added to the board, they shall alternate between being an at-large director and a Racine Public Library Board member (or someone appointed by that board and serving at their pleasure). The term of office of each director shall run for three years from July 1 to June 30, or until his or her successor shall have been appointed and qualified. The term of office of directors may also be dependent upon their status as a member of the Library Board of Trustees, the office they hold on that board, or their membership in the Friends of the Racine Public Library. No director, other than the Library Director, shall serve more than two consecutive full terms. A former director may be reappointed after a lapse of one year. If a director is appointed to serve an unexpired term of office and serves more than half of the term, that shall be considered as serving a full term of office.

Section 3. Annual Meetings. A regular annual meeting of the Board of Directors shall be held during the month of July, at a time and place to be designated by the President of the Board of Directors, for the purpose of appointing and electing directors and officers and for the transaction of such other business as may come before the board.

Section 4. Regular Meetings. The Board of Directors may provide by resolution the time and place for holding additional regular meetings of the board.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by the President or at the request of any two directors. The person or persons

authorized to call special meetings of the board may fix the time and place for holding such special meeting of the board.

Section 6. Notice of Meetings. Notice of any meeting of the board shall be given at least five days previously thereto by written notice delivered personally or sent by mail to each director at his/her address of record as kept by the Secretary. The business to be transacted at the meeting need not be specified in the notice of such meeting unless such is specifically required by law or by these Bylaws.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board.

Section 8. Compensation. Directors as such shall not receive any stated salaries for their service but, by resolution of the board, mileage expenses may be allowed for attending such regular or special meeting of the board. A director shall not serve the foundation in any capacity other than as a member of the Board of Directors while they hold the office. Board members may be reimbursed for expenses approved in advance by the Foundation board.

Section 9. Removal of Directors. Any director appointed by the President of the Racine Public Library Board of Trustees may be removed by the President of the Racine Public Library Board of Trustees. Any director appointed by the President of the Friends of the Racine Public Library may be removed by the President of the Friends of the Racine Public Library. Any directors elected by the other members of the Board of Directors may be removed by the Board of Directors. All such removals shall be ratified by a majority of the Board of Directors and shall be made by written notice delivered to the director being removed.

Section 10. Vacancies. If a director initially appointed by the President of the Racine Public Library Board of Trustees resigns, is removed, or fails to otherwise complete his initial term of office, the President of the Racine Public Library Board of Trustees will fill the vacancy and the replacement will serve the unfilled term of office. If a director appointed by the President of the Friends of the Racine Public Library resigns, is removed, or fails to complete his or her term of office, the President of the Friends of the Racine Public Library will fill the vacancy and the replacement will serve the unfilled term of office. If a director appointed by the Board of Directors resigns, is removed, or fails to otherwise complete his or her term of office, the remaining directors of the foundation will fill the vacancy and the replacement will serve the unfilled term of office. If the Library Director resigns, is removed or otherwise fails to remain as Library Director, the vacancy will be filled by the acting or new Library Director, as applicable, and if there is no one in that position, the vacancy will be filled by the President of the Racine Public Library Board of Trustees. All such vacancies shall be ratified by a majority of the Board of Directors.

Section 11. Telephonic Attendance. Any director may attend a meeting of the directors by telephone or similar means.

Section 12. Action Without a Meeting. Any action required or allowed to be taken by the Board of Directors can be taken without a meeting, by written resolutions

signed by all directors. Said written resolution may be signed and returned via email, text, or other electronic means, which shall have the same effect as an original.

Section 13. Email or Text Transmission. In addition to any written notices which may be delivered personally or sent by mail to each director, each director may provide the President of the foundation with a cell phone number or e-mail address to which notices may be sent. Any notices sent to a director via text message, email or other electronic means shall be deemed given when sent.

ARTICLE III. OFFICERS

Section 1. Officers. The officers of the foundation shall be a President, a Secretary, and a Treasurer. The office of Secretary shall be held by the Library Director.

Section 2. Election and Term of Office. The officers of the foundation shall be elected annually by the Board of Directors at the regular annual meeting of the board. If the election of officers shall not be held at such meeting, said election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until his/her successor shall have been duly elected.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed whenever, in the board's judgment, the best interests of the foundation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, or disqualification of that officer, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the foundation. The President shall 1) preside at all meetings of the Board of Directors, 2) sign, with the Secretary, any deeds, mortgages, bonds, contracts, or other instruments which the board has 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 foundation and 3) 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.

Section 6. Secretary. The Secretary shall 1) keep the minutes of the meetings of the Board of Directors, 2) see that all notices of meetings are duly given in accordance with these Bylaws or as required by law, 3) be custodian of the foundation records, 4) keep a record of the mailing address of each director which shall be furnished to the Secretary by such director, 5) sign, with the President, any deeds, mortgages, bonds, contracts, or other instruments which the board has 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 foundation, 6) perform all duties incident to the office of Secretary, and 7) perform such other duties as may be assigned from time to time by the President or the Board of Directors. The Library Director shall be the permanent Secretary.

Section 7. Treasurer. The Treasurer shall 1) be responsible for all funds and securities of the foundation, 2) receive all moneys due and payable to the foundation from any source whatsoever, 3) deposit all such moneys in the name of the foundation in such banks, trust companies, or other depositories as may be selected in accordance with Article IV of these by-laws, 4) perform all duties incident to the office of Treasurer, and 5) perform such other duties as may be assigned from time to time by the President or the Board of Directors.

Section 8. Executive Committee. The Executive Committee shall consist of the officers of the foundation, and shall have the power to transact all regular business of the foundation during the interim between meetings of the Board of Directors, provided that any action taken shall not conflict with the policies and express directions of the board. The Executive Committee shall report on any action taken to the Board of Directors at its next regular or special meetings.

Section 9. Committees. Committees may be established from time to time for various purposes.

ARTICLE IV. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the foundation, in addition to the officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the foundation. Such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, orders for the payment of money, or notes or other evidences of indebtedness issued in the name of the foundation shall be signed by any two of the following three persons or entities: 1) the Secretary, 2) the Treasurer, and 3) the person or agent of the entity designated to keep the foundation's accounting records.

Section 3. Deposits. All funds of the foundation shall be deposited in the name of the foundation in such banks, trust companies, or other depositories as the Board of Directors may select from time to time.

Section 4. Gifts. The Board of Directors may accept on behalf of the foundation all gifts, contributions, bequests, or devises for the general purposes or any special purpose of the foundation.

ARTICLE V. BOOKS AND RECORDS

The foundation shall keep correct and complete books and records of account, and shall keep minutes of the meetings of the Board of Directors and any committee having any of the authority of the Board of Directors, and shall keep at the registered office a register of the names and addresses of the directors entitled to vote. All books and records of the foundation may be inspected by any director for any proper purpose at any

reasonable time. An annual report shall be provided to the Board of Trustees of the Racine Public Library.

ARTICLE VI. FISCAL YEAR

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

ARTICLE VII. SEAL

This foundation has no seal.

ARTICLE VIII. CONFLICT OF INTEREST

The Racine Public Library Foundation wishes to avoid conflicts of interest in its operations. Therefore, foundation officers and directors will have no financial relationship (as owner or employee) with companies or persons hired to provide any type of product or service to the foundation.

ARTICLE IX. RIGHT TO REFUSE GIFTS

The foundation Board of Directors reserves the right to refuse any gifts that are not considered to be in the best interests of the foundation.

ARTICLE X. WAIVER OF NOTICE

Whenever any notice is required under the provisions of Chapter 181, Wisconsin Statutes, or under the provisions of the Articles of Incorporation or Bylaws of the foundation, 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 XI. AMENDMENTS

The Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by a majority of the Board of Directors of the foundation.

ARTICLE XII. DISSOLUTION

Upon the dissolution of the foundation, the remaining assets of the foundation shall be distributed as provided in the Articles of Incorporation.

ARTICLE XIII. PROCEDURE

When not in conflict with the foundation's Bylaws, Robert's Rules of Order, Revised shall govern all proceedings.

Approved by the Racine Public Library Foundation Board of Directors March 8, 2005.
Amended November 10, 2006. Amended April 24, 2012. Amended June 11, 2015.
Amended December 10, 2015. Amended July 20, 2017. Amended August 10, 2017.
Amended April 11, 2019.

President

Secretary

Date

Date