

**BYLAWS OF
FRANKLIN PUBLIC LIBRARY FOUNDATION, INC.**

ARTICLE I - PURPOSES

Section 1. This Corporation is organized and shall operate exclusively for charitable, scientific, literary and/or educational purposes. In the fulfillment of such purposes the Corporation may exercise any and all powers of a corporation organized under Chapter 181 of Wisconsin Statutes.

The Corporation shall operate exclusively for the benefit and financial support of the Franklin Public Library of Franklin, Wisconsin. Such financial programs shall be limited to support of library projects or programs not normally financed by the City of Franklin, except when contributors request that their contributions be used to purchase books or other specific items for the Library. The Corporation may accept contributions or donations to be used for its aforesaid purposes. The Corporation may also refuse to accept gifts which are made subject to conditions, or are of such nature that acceptance is deemed impractical or inappropriate. The Corporation shall upon request provide the Board of Trustees of the Franklin Public Library with financial statements accurately summarizing the financial affairs of the Corporation.

Section 2. The Corporation shall operate within the State of Wisconsin and shall use the assets and property acquired by it from time to time, as well as net income, exclusively for the purposes of its organization. No part of the net earnings of the Corporation or any of its assets in liquidation shall inure to or for the benefit of any director, officer or contributor. No part of the activities of the Corporation shall consist of attempting to influence legislation. The Corporation shall not engage in activities which are unlawful under the laws of the United States of America or of the State of Wisconsin nor shall it engage in any transaction or transactions defined at the time as "prohibited" by the Internal Revenue Code to corporations having purposes similar to the purposes of this Corporation.

ARTICLE II - OFFICES

The principal office of the Corporation in the State of Wisconsin shall be located in the City of Franklin, Wisconsin.

The registered office of the Corporation required by the Wisconsin Nonstock Corporation Law to be maintained in the State of Wisconsin may be, but need not be; identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III – MEMBERSHIP

Pursuant to the Articles of Incorporation, the Corporation shall have no members.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Qualification and Tenure. The number of Directors of the Corporation shall be six (6). Each Director shall serve until his successor is elected or until his earlier death, resignation, or removal from office. A Director may be removed from office by an affirmative vote of a majority of the Directors then in office. A Director may resign at any time by filing his/her resignation with the Secretary of the Corporation. For the initial term and to permit rotation of directors, one-third of the directors shall be elected for a term of one year, one-third for a term of two years, and one-third for a term of three years, and thereafter, to fill the vacancies this occurring annually, one-third of the directors shall be elected annually. New Directors of the Corporation shall be elected by a majority vote of the Directors then in office. The Board of Directors shall at all times include one (1) member of the Board of Trustees of the Franklin Public Library.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw at the principal office of the Corporation, or at such other place as may be determined by resolution of the Board of Directors, in the month of January of each year, at such day and hour as is fixed by the Board of Directors. The Board of Directors may provide, by resolution, the time and place for the holding of additional meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, Secretary, or any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting shall be given at least 48 hours previous thereto by written notice delivered personally or mailed to each Director at his/her business address or by email. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by email, such notice shall be deemed to be delivered when sent. Whenever any notice whatever is required to be given by any Director of the Corporation under the Articles of Incorporation by Bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of 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 a waiver of notice of such meeting, except where a Director attends a meeting and objects thereafter to the transaction of any business because the meeting is not lawfully called or convened. 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 the notice of waiver of notice of such meeting.

Section 6. Quorum. Except as otherwise provided by law or by the Articles of Incorporation of these Bylaws, a majority of the number of directors 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 a quorum) may adjourn the meeting from time to time without further notice.

Section 7. 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 of these Bylaws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the directors then in office, though less than a quorum of the Board of Directors.

Section 9. Compensation. The Board of Directors and officers shall serve without compensation except that they may be reimbursed for expenses of attending meetings of the Board of Directors and the Board of Directors may authorize reasonable compensation for services of value performed by an officer or director independent in his office.

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/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/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. Informal Action Without Meeting. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by Board of Directors at a meeting or by resolution may be taken without a meeting if consent in writing or via email, setting forth the action so taken, shall be signed either on paper or e-signature by all of the Directors then in office.

Section 12. Powers and Duties. Without prejudice to and not in limitation of the general powers conferred by Article IV, Section 1, and other clauses of these Bylaws, it is hereby expressly declared that the Directors shall have the following powers:

- (a) To take, hold, and administer any securities, funds, or property which may at any time be given, devised, or bequeathed for the purposes of this Corporation, with full power and discretion to invest any principal and deal with and expend the income or principal in such manner as in their judgment will best promote the purposes of the Corporation; and the Directors shall have further power from time to time to hold as investments any securities which may be transferred to them by any person, persons or corporation, and

to invest the same or any part thereof from time to time to hold as may be permitted to charitable or educational corporations or foundations for investment, according to the laws of the State of Wisconsin, or in such securities as may be transferred to them or authorized for investment by any deed of trust or gift or last will or testament to be hereafter made or executed; and in general, the Directors shall have an exercise all the powers and authority from time to time granted by the Articles of Incorporation of this Corporation and the statutes of the State of Wisconsin to take, hold, and invest any donations, grants, devices, or bequest without limit, made in support of the purposes of the Corporation.

- (b) To deposit the funds of the Corporation in such banks, or trust companies as may from time to time be designated by the Board of Directors. Any securities of the Corporation and other evidence of its property shall be deposited under such safeguards as the Board of Directors shall designate.
- (c) To make general appropriations for the ensuing fiscal year at each annual meeting and make special appropriations from time to time at any regular or special meeting. Any funds given or devised to the Corporation with the expressed restriction on their expenditure shall be held and expended only in accordance with the restrictions thereon.
- (d) To provide for such committees as it shall deem appropriate and to delegate to such committees such duties and powers from time to time as it shall deem necessary or desirable.
- (e) To amend the Bylaws of the Corporation by affirmative vote of a majority of the Directors then in office.
- (f) To establish such rules and regulations for the awarding of grants as the Board of Directors, in its sole discretion, determines to be consistent with the purposes of this Corporation.

Section 13. Conference Call, Virtual Meetings, or Email Meetings. Directors may participate in any regular or special meeting in or any meeting of a committee of Directors by any means of communication by which either (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. If a meeting is conducted through the use of one of the foregoing means, all participating Directors must be informed that a meeting is taking place at which official business is being transacted. A Director participating in such a meeting is deemed to be present in person at the meeting. If requested by any Director, minutes of the meeting shall be prepared and distributed to each Director. The identity of each Director participating in a meeting conducted by one of the means described in this section must be verified before the Directors vote on any of the following matters: A plan or merger or consolidation; the sale, lease, exchange, or other disposition of property owned by the Corporation with a total fair market value greater than \$15,000 (which transaction shall be considered a disposition of substantial property assets of the Corporation); voluntary dissolution or revocation of voluntary dissolution proceedings; filing for bankruptcy. A Director's identity shall be considered to be verified if the Director identifies himself orally, or, in the case of email, in writing at the time of the vote.

ARTICLE V – OFFICERS

Section 1. Number. The principal elective officers of the Corporation shall be a President, Vice President, Treasurer, and Secretary, each of whom shall be chosen by the Board of Directors from among the elected Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more elective offices may be held by the same person, except the offices of President and Vice President, the offices of President and Secretary, and the offices of President and Treasurer.

Section 2. Election and Term of Office. Officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors each year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each elective office shall hold until his/her successor shall have been duly elected or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall 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 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/she shall, when present, preside at all meetings of the Board of Directors. He/she shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Corporation as he/she shall deem necessary, to prescribe their powers, duties and approval at the discretion of the President. He/she shall have authority to sign, execute and acknowledge, on behalf of the Corporation, all deeds, mortgages, bonds, 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, he/she may authorize any Vice-President or other officer or agent of the Corporation to sign, execute and acknowledge such documents instruments in his/her place, and stead. In general he/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.

Section 6. Vice President. In the absence of the President or in the event of his/her death, 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 restrictions upon the President. The Vice President shall perform such other duties and have authority as from time to time may be assigned by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep on the library premises a register of the post office address of each director; (e) have general charge of the record books of the Corporation; and (f) in general perform all duties incident to the office of the Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the President or the Board of Directors.

Section 8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond (the premium for which shall be paid by the Corporation) for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall: (a) 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 Article VI of the Bylaws; (b) present the budget to a meeting of the Board of Directors upon request; and (c) 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/her by the President or by the Board of Directors.

Section 9. Assistants and Acting Officers. The Board of Directors shall have the power to appoint a General Manager and/or any person to act as assistant to any officer, or to 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 duties of the office to which he/she is so appointed to be assistant, or as to which he/she is appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

ARTICLE VI - 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 on behalf of the Corporation, and such authorizations may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence 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 order for the 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 or under the authority of a resolution of the Board of Directors.

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 VII – INDEMINFICATION

Section 1. Mandatory Indemnification. The Corporation shall, to the fullest extent permitted or required by the Statute, indemnify each Director and Officer against any and all Liabilities, and advance any and all reasonable Expenses as incurred by a Director or Officer, arising out of or in connection with any Proceeding to which such Director or Officer is a Party because he/she is a Director or Officer of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other right to indemnification against Liabilities or the advancement of Expenses, under this Section 1 by the purchase of insurance on behalf of any one or more such persons, whether or not the Corporation would be obligated to indemnify such person under this Section 1. The term “Statute,” as used in this article, shall mean Sections 181.041 through 181.053 of the Wisconsin Nonstock Corporation Law and all amendments thereto which permit or require the Corporation Law to provide broader indemnification rights than prior to the amendment. All other capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Section 181.042 of the Statute.

Section 2. Private Foundation Limitations. Notwithstanding the foregoing, no indemnification will be permitted to the extent such indemnification would constitute an act of “self-dealing” or is otherwise subject to excise taxes under Chapter 42 of the United States Internal Revenue Code of 1986, as amended, or is prohibited under Section 181.77 of the Wisconsin Statutes or any similar successor provision thereto.

Section 3. Limited Liability of Volunteers. Each individual (other than an employee of the Corporation) who provides services to or on behalf of the Corporation without compensation (“Volunteer”) shall be immune from liability to any person for damages, settlements, fees, fines, penalties, or other monetary liabilities arising from any act or omission as a Volunteer to the fullest extent provided by Section 181.297 of the Wisconsin Nonstock Corporation Law or similar successor provision thereto. For purposes of this section, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted, or registered under state law and who is performing services to or on behalf of the Corporation with compensation is not acting within the scope of his or her professional practice under such license, certification, permit, or registration unless otherwise expressly indicated to the Corporation in writing.

ARTICLE VIII – FINANCING OF THE CORPORATION

The sources of funds from the Foundation will be (1) Voluntary contributions from individuals or corporations; and (2) Grants from other organizations and government agencies.

ARTICLE IX – NON-PROFIT ORGANIZATION

The Franklin Public Library Foundation, Inc., is a non-profit corporation. As stated in its Articles of Incorporation, no part of the net earnings of the Corporation shall inure to the benefit of its directors, officers, or contributors, nor shall any part of the activities, carry on propaganda or otherwise attempt to influence legislation, or political campaigning. On dissolution of the Corporation, any remaining corporate assets shall not inure to its directors, officer, or contributors, but shall be disbursed to Franklin Public Library or, if Franklin Public Library has been dissolved, disposed of for charitable, scientific, literary, or educational purposes serving the people in and around Franklin, Wisconsin, in accordance with the provisions of its Articles of Incorporation.

ARTICLE X – FISCAL YEAR

The Fiscal Year of the Corporation shall end on the thirty-first day of December each year, or on such other day as may be fixed from time to time by the Board of Directors.

ARTICLE XI – AMENDMENT

These Bylaws may be amended at any time by action of the Board of Directors; provided, that any amendment of Article I, Section 1, or Article IV, Section 2, shall not become effective until it has been approved by the Board of Trustees of the Franklin Public Library.

Revised & Approved: October 12, 2015