

**THE FRIENDS OF THE SOUTH MILWAUKEE LIBRARY, INC.
BYLAWS**

ARTICLE I – NAME

Section 1. The name of this corporation shall be The Friends of the South Milwaukee Library, Inc., hereinafter referred to as the Friends.

Section 2. The headquarters of this Association is located at the South Milwaukee Library, 1907 10th Avenue, South Milwaukee, WI 53172.

ARTICLE II – PURPOSE

Section 1. The purpose of the Friends shall be to maintain a nonprofit organization of interested persons to advance and encourage appreciation, understanding, enjoyment, public use of the educational and cultural facilities at the library, to raise resources for the South Milwaukee Public Library, and to cooperate, when appropriate, with other groups to improve the community.

Section 2. The Friends shall work in conjunction with the officers and staff of the library to achieve these ends, to acquaint the community with the needs of the library, and to help meet those needs through its various activities and initiatives.

Section 3. The Friends shall operate in full compliance with IRS Code Section 501(c)(3).

ARTICLE III – MEMBERSHIP

Section 1. Any person who supports the purposes of the Friends may become a member of the Friends by the payment of annual dues in effect at the time. Members are known as Friends.

Section 2. The dues schedule shall be approved by vote of the Friends at its annual meeting.

Section 3. Each member can attend Friends Board meetings and shall be given reasonable time to communicate to the Friends Board on all germane topics.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. The management of the Friends shall be vested in a board of directors (“the board”) consisting of at least 5 but not more than 11 members, including the officers. An immediate past president continues to serve on the board an additional year.

Section 2. The management as defined in Article IV, Section 1 will serve as the Executive Planning Team to determine and oversee projects and programs that will work to fulfill the mission of the Friends.

Section 3. The term of directors is three consecutive years. They are eligible for reelection for two additional terms and then must wait one year before being considered for a new term.

Section 4. Once established for a period of three years after the first Friends Board is appointed, one-third of the directors shall be elected by the Friends each year at the annual meeting to replace those directors whose terms are expiring in that year.

Section 5. The officers of the Friends shall be a president, vice president, treasurer, secretary, each being a board member.

Section 6. The term of the president, vice president and other officers is one year; however, they may continue to serve, if reelected, for an additional two terms. No member shall be eligible to serve more than three consecutive terms in the same office.

Section 7. Officers shall be appointed at the annual meeting of the Friends. Election requires a majority vote by those present.

Section 8. When a vacancy occurs among the officers, the remaining officers shall nominate one or more names of current Friends to fill the unexpired term to the board. Vacancies shall be filled by a majority vote of directors at any duly constituted meeting of the board.

Section 9. Vacancies among the directors may be left open until the next annual meeting, or may be filled at any regular board meeting by a vote of the majority.

Section 10. Removal Procedure. A board member or officer may be removed for cause by vote of two-thirds of the board members attending a regularly scheduled meeting where the item had been placed on the written agenda distributed prior to the meeting.

ARTICLE V – DUTIES OF THE OFFICERS

Section 1. The president shall preside at all meetings of the Friends and of the board and appoint standing committees (membership, program, public relations, etc.). The president is an ex officio member of all committees.

Section 2. The vice president shall, in the absence or disability of the president, perform all the functions of the president.

Section 3. The treasurer shall be responsible for handling monies of the Friends and shall keep appropriate and accurate records. Check disbursements must be approved by the unanimous consent of all officers and signed by the treasurer and another officer, except in the event of the disability of the treasurer, the president and another officer shall be responsible for signing checks . A financial report shall be presented at all meetings of the Friends board and made available annually to the Library Board of Trustees.

Section 4. The secretary shall keep a record of all meetings of the board. The secretary shall distribute a draft of the minutes prior to each meeting, and record for the permanent record any corrections made at the time of acceptance. At the end of each year, the secretary shall provide a complete set of the official minutes to the Friends Office for long-term retention.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 1. An executive committee shall consist of the officers and the immediate past president and shall meet at the discretion of the president between meetings of the board of directors. Recommendations made by the committee shall be submitted to the board for approval at its next meeting.

ARTICLE VII – MEETINGS

Section 1. The Friends Board may hold an annual meeting once a year, at a time and place determined by the board. The members present at any properly announced meeting shall constitute a quorum, and action on motions shall be decided by a vote of a majority of those present. Notices of meetings shall be sent two weeks in advance of the date thereof.

Section 2. Special meetings of the Friends may be called by the president or the board or upon written request of five members. The notice shall be sent at least two weeks prior to the date of the meeting. The business to be discussed shall be stated in the notification to all association members.

Section 3. Regular meetings of the board of directors shall take place at least four times a year. A simple majority of board members shall constitute a quorum, and motions shall be carried by a vote of the majority. Notices shall be sent to board members at least one week before the meeting. Special board meetings may be called by the president with at least 48 hours notice to board members.

Section 4. The director of the library, president of the board of the South Milwaukee Library and the Trustee Liaison to the Friends Board will be invited to participate in Friends board meetings on a non-voting basis.

ARTICLE VIII – FISCAL PERIOD

Section 1. The fiscal year of the Friends shall start on January 1 and end on December 31.

ARTICLE IX – CONFLICT OF INTEREST

No part of the net earnings of the Friends organization shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Friends. Where conflict of interest may be thought to exist for a board member, the member shall inform the Board and abstain from any inappropriate participation in the matter.

ARTICLE IX – AMENDMENTS TO BYLAWS

Section 1. These bylaws may be amended, in whole or in part, by two-thirds vote of those present at a meeting of the Friends provided that the meeting notice contains specific notice of intention and that a summary of proposed change/changes is included.

ARTICLE X – PARLIMENTARY PROCEDURE

When any formality beyond the ordinary courtesies of joint action is required, Roberts Rules of Order (most recent edition) shall govern the proceedings.

ARTICLE XI – DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for tax exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, to the South Milwaukee Library.

Approved December 14, 2023