

**BYLAWS OF THE ANTIGO PUBLIC LIBRARY FOUNDATION**  
**Revised July 16, 2013**

**ARTICLE I. OFFICE**

**Principle office.** The principle office of the corporation shall be located at 617 Clermont Street, Antigo, Wisconsin 54409.

The corporation shall have and continuously maintain a registered agent whose office is identical with the principal office of the corporation.

**ARTICLE II. BOARD OF DIRECTORS**

**General powers.** The affairs of the corporation 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.

**Number, Tenure, and Qualifications.** The number of directors shall be nine, two of whom shall be members of the Antigo Public Library Board. Each director shall be elected for a three-year term or until his/her successor shall have been elected and qualified. **All directors will reside in Langlade County, Wisconsin.** The library director shall be an ex officio non-voting member.

**Regular Meetings.** A regular annual meeting of the board of directors shall be held in January for the purpose of electing directors and officers, and for the transaction of such other business as may come before the board. Regular meetings of the board will be held every three months, at a time and date designated by the board president. Therefore, with the annual meeting in January, there will be four meetings of the board each year: April, July, October and January. Notice of any regular meeting 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 as shown by the records of the corporation.

**Special Meetings.** Special meetings of the board of directors may be called by or at the request of the president or any two directors. Notice of any special meeting of the board of directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail to each director at his/her address as shown by the records of the corporation.

**Quorum.** A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Compensation.** Directors as such shall not receive any compensation for their services, but may be reimbursed for travel mileage and expenses associated with pre-approved attendance of foundation-related conferences.

**Power to Appoint Trustee.** The board of directors shall have the power to appoint any person or persons to act and hold in trust for the corporation any property belonging to the corporation or in which it is interested, or for any other purposes, and to execute and to do all such duties and things as may be requisite in relation to any such trust providing it is not inconsistent with the purpose of the corporation.

**Manner of Acting.** The act of the majority of the directors present at the 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 or the by-laws.

**Conduct of Meeting.** The president, and in his/her absence, the vice-president, and in their absence, any director chosen by the directors present, shall call meetings of the board of directors to order and shall act as chairperson of the meeting. The secretary of the corporation shall act as secretary of all meetings of the board of directors, but in the absence of the secretary, the presiding officer may appoint any director or other person present to act as secretary of the meeting.

**Vacancies.** Any vacancy occurring in the board of directors shall be filled by the affirmative vote of a majority of the directors then in office, not less than a quorum.

**Presumption of Assent.** A director who is present at a meeting of the board at which action on any corporate matter is taken shall be presumed to have assented to the action unless his/her dissent shall be entered in the minutes of the meeting or unless (s)he shall file his/her written dissent to such action with the secretary at or immediately after the adjournment of the meeting. No director who voted in favor of such action shall have the right to later dissent.

**Unanimous Consent Without Meeting.** Any action required or permitted by the articles of incorporation or by-laws or any provision of law to be taken by the board of directors at a consent in writing, setting forth the action so taken, shall be signed by all of the directors then in office.

### **ARTICLE III. OFFICERS**

**Number.** The officers of the corporation shall be president, vice-president, secretary, and treasurer. Any two or more offices may be held by the same person, except the office of president.

**Election and Term of Office.** The officers of the corporation 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, such election shall be held as soon thereafter as

conveniently may be. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

**Removal.** Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby.

**Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board of directors for the unexpired portion of the term.

**President.** The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. (S)he shall preside at all meetings of the board of directors. (S)he may sign, with the secretary or any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors have 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 by-laws or by statute to some other officer or agent of the corporation; and in general (s)he shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

**Vice-President.** In the absence of the president or in the event of his/her 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 all the restrictions upon the president. Any vice-president shall perform such other duties as from time to time may be assigned to him/her by the president or by the board of directors.

**Treasurer.** If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the board of directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys 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 IV of these by-laws; and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president or by the board of directors.

**Secretary.** The secretary shall keep the minutes of the meetings of the board of directors, maintaining computer and paper copies; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be

assigned to him/her by the president or by the board of directors. The library director shall serve as secretary of the board of directors.

**Executive Committee.** The executive committee shall consist of the officers of the corporation and shall have the power to transact all regular business of the corporation during the interim between meetings of the board, provided that any action taken shall not conflict with the policies and expressed wishes of the board, and that it shall refer all matters of major importance to the board at its next regular meeting, or a special meeting called in the manner provided in the by-laws.

#### **ARTICLE IV. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

**Contracts.** The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**Checks, Drafts, Etc.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by the treasurer or the president. The treasurer or president is authorized to sign checks or drafts not to exceed \$200.00 without board approval.

**Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

**Gifts.** The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the corporation.

#### **ARTICLE V. BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his/her agent or attorney for any proper purpose at any reasonable time.

#### **ARTICLE VI. FISCAL YEAR**

The fiscal year of the corporation shall begin the first day of October and end on the last day of September each year.

## **ARTICLE VII. AMENDMENTS**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the board of directors present at any regular meeting or at any special meeting, following the meeting where the amendment was first proposed.

## **ARTICLE VIII. DISSOLUTION**

Upon the dissolution of the foundation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the foundation, dispose of all of the assets of the foundation to the Antigo Public Library board.

## **ARTICLE IX. PROCEDURE**

Robert's Rules of Order, Revised, when not in conflict with the by-laws of this organization, shall govern all proceedings.

## **ARTICLE X. MEMBERSHIP**

This corporation shall have no members.