

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

**ARTICLE I
Offices**

Section 1. Principal Office. The corporation shall maintain a principal office in the State of Wisconsin which shall be located in the Village of Greendale, Milwaukee County. The corporation may have such other offices, either within or without the State of Wisconsin, as may be designated from time to time by resolution of the Board of Directors.

Section 2. Address of Registered Agent. The corporation shall maintain a registered agent in the State of Wisconsin whose address may be, but need not be, identical with the principal office of the corporation. The identity and address of the registered agent may be changed from time to time by resolution of the Board of Directors and filing of a statement with the Wisconsin Secretary of State pursuant to the provisions of the Wisconsin Statutes.

**ARTICLE II
Board of Directors**

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

Section 2. Number. The number of directors shall be nine [9] and shall serve for the term provided in Section 4 of this Article. Subject to the provisions in the Articles of Incorporation that the number of directors shall never be less than five [5], the number of directors may be determined from time to time by the affirmative vote of a majority of the number of directors of this corporation then in office.

Section 3. Qualifications of Directors. Directors must be legal residents of the Village of Greendale, having reached the age of majority, not be related to other directors by blood or marriage, and having demonstrated an interest in the Greendale Public Library.

Section 4. Nominating Committee.

[a] **Committee Appointed by the President.** The President shall appoint a committee of three (3) Board members each February to serve on a Nominating Committee. The Library Director shall also serve on such committee.

[b] **Seek Candidates.** The purpose of the Nominating Committee will be to solicit names for potential candidates to serve on the Board of Directors.

[c] Interview Candidates. The Nominating Committee shall interview said candidates.

[d] Submit Slate of Candidates to the Board. The Nominating Committee shall submit a slate of potential candidates to the Board of Directors for confirmation and election.

Section 5. Election and Term.

[a] Director Elected by the Foundation. The directors (and the successors to such directors upon the expiration of their respective terms of office) shall be elected by an affirmative majority of the directors of this corporation then in office. Directors who are so elected shall take office immediately following the annual October meeting of this corporation.

[b] Term of Office. Directors shall hold office from the close of the annual meeting for a term of three [3] years, or until their successors have been elected and qualified. Each year the terms of three [3] directors shall expire. At the close of each annual meeting of this corporation, the successors to the directors whose terms expired that year shall commence to hold office for a term of three [3] years, or until their successors have been elected and qualified. The number of directors may increase upon approval of the Board.

[c] Director Selected by the Greendale Public Library Board. This director may be selected by the Greendale Public Library Board of Trustees.

Section 6. Resignation. A director may resign at any time by filing written resignation with the Secretary of the corporation.

Section 7. Removal. A director of this corporation may be removed from office with or without cause by the affirmative vote of a majority of the Board of Directors of this corporation then in office, either at a regular meeting or at any special meeting called for that purpose.

Section 8. Vacancies. In the event a vacancy occurs in the Board of Directors of this Foundation from any cause other than an increase in the number of directors, an interim director shall be elected. An interim director shall serve for the balance of the vacated or newly-created term to which he or she was elected.

Section 9. Annual Meeting. The annual meeting of the Board of Directors shall be held in the month of October in each year, at such time and place as the Board of Directors may determine, for the purpose of transacting such business as may come before the meeting.

Section 10. Regular Meetings. The Board of Directors may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution.

Section 11. Special Meetings. Special meetings of the Board of Directors may be held at anytime and place for any purpose or purposes, unless otherwise prescribed by statute, on call of the President or Secretary, and shall be called by the Secretary on the written request of any two [2] directors.

Section 12. Notice and Waiver of Notice.

[a] **Notice.** Notice of any special meeting shall be given by written notice delivered personally to each director at least twenty-four [24] hours prior thereto, or by written notice mailed or e-mailed at least forty-eight [48] hours prior thereto, unless a different time shall be provided by Chapter 181 of the Wisconsin Statutes. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of and the business to be transacted at any special meeting of the Board of Directors must be specified in the notice or waiver of notice of such meeting.

[b] **Waiver of Notice.** Whenever any notice whatever is required to be given under the provisions of Chapter 181 of the Wisconsin Statutes or under the provisions of the Articles of Incorporation or Bylaws of the corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice.

Section 13. Quorum. A majority of the number of directors fixed by Section 2 of this Article shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 14. Manner of Action. The act of a 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 Chapter 181 of the Wisconsin Statutes, or the Articles of Incorporation or Bylaws of the corporation.

Section 15. Informal Action by Directors. Any action required by the Articles of Incorporation or Bylaws of the corporation, or any provision of law, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

Section 16. 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 such director's dissent shall be entered in the minutes of the meeting or unless such director shall file a 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 17. Compensation. Directors of the corporation shall not receive compensation for serving as directors. However, directors may receive compensation for personal services rendered which are reasonable and necessary to carrying out the exempt purposes of the corporation. In addition, directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the affirmative vote of a majority of directors then in office.

Section 18. Committees.

[a] **Executive and Other Committees.** The Board of Directors by resolution adopted by the affirmative vote of a majority of the number of directors fixed by Section 2 of this Article may create an executive committee or one or more other committees, each consisting of three or more directors designated by the Board of Directors, having such powers and duties, not inconsistent with subsection [b] hereof or any existing delegation of powers to a committee of directors, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote. Additionally, the executive committee shall have and may exercise, when the Board of Directors is not in session, all of the powers of the Board of Directors in the management of the business and affairs of the corporation.

[b] **Nondelegable Powers: Alternative Members: Rules of Committees.** No committee of directors shall be empowered to act in lieu of the entire Board of Directors in respect to election of officers or the filling of vacancies in committees of directors created pursuant to this Section 17. All members of the Board of Directors who are not members of a given committee shall be alternate members of such committee and may take the place of any absent member or members at any meeting of such committee, upon request of the President or the chairman of such meeting. Each committee of directors shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Board of Directors, and shall make such reports to the Board of Directors of its activities as the Board may request.

**ARTICLE III
Officers**

Section 1. Number. The principal officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Officers shall be members of the Board of Directors.

Section 2. Officers' Nominating Committee.

[a] **Committee Appointed by the President.** The President shall appoint a committee of two [2] non-officer Board members each May to serve on an Officers' Nominating Committee. The Library Director shall also serve on such committee.

[b] **Seek Candidates.** The purpose of the Officers' Nominating committee will be to solicit present Board members for potential candidates to serve as officers on the Board of Directors.

[c] **Interview candidates.** The Officers' Nominating Committee shall interview said candidates.

[d] **Submit Slate of Candidates to the Board.** The Officers' Nominating Committee shall submit a slate of potential candidates to the Board of Directors for confirmation and election.

Section 3. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at its annual meeting by the affirmative vote of a majority of directors then in office. 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 from the close of the annual meeting for a term of one year, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided.

Section 4. 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 interests 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 5. 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.

Section 6. The 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. The President shall, when present, preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors 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 to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general 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.

Section 7. The Vice-President. In the absence of the President, or in the event of the President's 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 all the restrictions upon the President.

Section 8. The 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 and [d] in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. The Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: [a] 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 these Bylaws; and [b] 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 by the President or by the Board of Directors.

Section 10. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint 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 the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

Section 11. Additional Officers. Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board of Directors.

Section 12. Compensation. Elected officers of the corporation shall not receive compensation for serving as officers. However, officers may receive compensation for personal services rendered which are reasonable and necessary to carrying out the exempt purposes of the corporation. In addition, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the affirmative vote of a majority of directors then in office.

ARTICLE IV Indemnification

Section 1. Indemnification for Successful Defense. Within 20 days after receipt of a written request pursuant to Section 3 of this Article IV, the corporation shall indemnify a director or officer, to the extent he or she has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the director or officer was a party because he or she is a director or officer of the corporation.

Section 2. Other Indemnification.

[a] In cases not included under Section 1, the corporation shall indemnify a director or officer against all liabilities and expenses incurred by the director or officer in a proceeding to which the director officer was a party because he or she is a director or officer of the corporation, unless liability was incurred because the director or officer breached or failed to perform a duty he or she owes to the corporation and the breach or failure to perform constitutes any of the following:

[1] A willful failure to deal fairly with the corporation in connection with a matter in which the director or officer has a material conflict of interest.

[2] A violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.

[3] A transaction from which the director or officer derived an improper personal profit.

[4] Willful misconduct.

[b] Determination of whether indemnification is required under this Section shall be made pursuant to Section 5.05.

[c] The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification of the director or officer is not required under this Section.

Section 3. Written Request. A director or officer who seeks indemnification under Section 1 or 2 shall make a written request to the corporation.

Section 4. Nonduplication. The corporation shall not indemnify a director or officer under Section 1 or 2 if the director or officer has previously received indemnification or allowance of expenses from any person, including the corporation, in connection with the same proceeding. However, the director or officer has no duty to look to any other person for indemnification.

Section 5. Determination of Right to Indemnification.

[a] Unless otherwise provided by the Articles of incorporation or by written agreement between the director or officer and the corporation, the director or officer seeking indemnification under Section 2 shall select one of the following means for determining his or her right to indemnification:

[1] By a majority vote of a quorum of the board of directors consisting directors not at the time parties to the same or related proceedings. If a quorum of disinterested directors cannot be obtained, by majority vote of a committee duly appointed by the board of directors and consisting solely of 2 or more directors not at the time parties to the same or related proceedings. Directors who are parties to the same or related proceedings may participate in the designation of members of the committee.

[2] By independent legal counsel selected by a quorum of the board of director or its committee in the manner prescribed in sub. [1] Or, if unable to obtain such a quorum or committee, by a majority vote of the full board of directors, including directors who are parties to the same or related proceedings.

[3] By a panel of 3 arbitrators consisting of one arbitrator selected by those directors entitled under sub. [2] to select independent legal counsel, one arbitrator selected by the director or officer seeking indemnification and one arbitrator selected by the 2 arbitrators previously selected.

[4] By a court under Section 8.

[5] By any other method provided for in any additional right to indemnification permitted under Section 7.

[b] In any determination under [a], the burden of proof is on the corporation to prove by clear and convincing evidence that indemnification under Section 2 should not be allowed.

[c] A written determination as to a director's or officer's indemnification under Section 2 shall be submitted to both the corporation and the director or officer within 60 days of the selection made under [a].

[d] If it is determined that indemnification is required under Section 2, the corporation shall pay all liabilities and expenses not prohibited by Section 4 within 10 days after receipt of the written determination under [c]. The corporation shall also pay all expenses incurred by the director or officer in the determination process under [a].

Section 6. Advance expenses. Within 10 days after receipt of a written request by a director or officer who is a party to a proceeding, the corporation shall pay or reimburse his or her reasonable expenses as incurred if the director or officer provides the corporation with all of the following:

[1] A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to the corporation.

[2] A written undertaking, executed personally or on his or her behalf, to repay the allowance to the extent that it is ultimately determined under Section 5 that indemnification under Section 2 is not required and that indemnification is not ordered by a court under Section 8 [b] [2]. The undertaking under this subsection shall be an unlimited general obligation of the director or officer and may be accepted without reference to his or her ability to repay the allowance. The undertaking may be secured or unsecured.

Section 7. Nonexclusivity.

[a] Except as provided in [b], Sections 1, 2 and 6 do not preclude any additional right to indemnification or allowance of expenses that a director or officer may have under any of the following:

- [1] The Articles of incorporation.
- [2] A written agreement between the director or officer and the corporation.
- [3] A resolution of the board of directors.

[b] Regardless of the existence of an additional right under [a], the corporation shall not indemnify a director or officer, or permit a director or officer to retain any allowance of expenses unless it is determined by or on behalf of the corporation that the director or officer did not breach or fail to perform a duty he or she owes to the corporation which constitutes conduct under Section 2 [a] [1], [2], [3] or [4]. A director or officer who is a party to the same or related proceeding for which indemnification or an allowance of expenses is sought may not participate in a determination under this subsection

[c] Sections 1 to 12 do not affect the corporation's power to pay or reimburse expenses incurred by a director or officer in any of the following circumstances:

- [1] As a witness in a proceeding to which he or she is not a party.
- [2] As a plaintiff or petitioner in a proceeding because he or she is or was an employee, agent, director or officer of the corporation.

Section 8. Court-Ordered indemnification.

[a] Except as provided otherwise by written agreement between the director or officer and the corporation, a director or officer who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. Application may be made for an initial determination by the court under Section 5 [a] [5] or for review by the court of an adverse determination under Section 5 [a] [1], [2], [3], [4] or [6]. After receipt of an application, the court shall give any notice it considers necessary.

[b] The court shall order indemnification if it determines any of the following:

- [1] That the director or officer is entitled to indemnification under Section 1 or 2.

[2] That the director or officer is faithful and reasonably entitled to indemnification in view of all the relevant circumstances, regardless of whether indemnification is required under Section 2.

[c] If the court determines under [b] that the director or officer is entitled to indemnification, the corporation shall pay the director's or officer's expenses incurred to obtain the court-ordered indemnification.

Section 9. Indemnification of Employees or Agents. The corporation may indemnify and allow reasonable expenses of an employee or agent who is not a director or officer by general or specific action of the board of directors or by contract.

Section 10. Insurance. The corporation may purchase and maintain insurance on behalf of a individual who is an employee, agent, director or officer of the corporation against liability asserted against or incurred by the individual in his or her capacity as an employee, agent, director or officer, regardless of whether the corporation is required or authorized to indemnify or allow expenses to the individual against the same liability under Sections 1, 2, 6 and 9.

Section 11. Liberal Construction. In order for the corporation to obtain and retain qualified directors and officers, the foregoing provisions shall be liberally administered in order to afford maximum indemnification of directors and officers and, accordingly, the indemnification above provided for shall be granted in all cases unless to do so would clearly contravene applicable law, controlling precedent or public policy.

Section 12. Definitions Applicable to This Article.

[a] "Affiliate" shall include, without limitation, any corporation, partnership, joint venture, employee benefit plan, trust or other enterprise that directly or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the corporation.

[b] "Corporation" means this corporation and any domestic or foreign predecessor of this corporation where the predecessor corporation's existence ceased upon the consummation of a merger or other transaction.

[c] "Director or Officer" means any of the following:

[1] A natural person who is or was a director or officer of this corporation.

[2] A natural person who, while a director or officer of this corporation, is or was serving at the corporation's request as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of another corporation' or foreign corporation, partnership, joint venture, trust or other enterprise.

[3] A natural person who, while a director or officer of this corporation, is or was serving an employee benefit plan because his or her duties to the corporation also impose duties on, or otherwise involve services by, the person to the plan or to participants in or beneficiaries of the plan.

[4] Unless the context requires otherwise, the estate or personal representative of a director or officer.

For purposes of this Article, it shall be conclusively presumed that any Director or Officer serving as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of an Affiliate shall be so serving at the request of the corporation.

[d] “Expenses” include fees, costs, charges, disbursements, attorney fees and other expenses incurred in connection with a proceeding.

[e] “Liability” includes the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, including an excise tax assessed with respect to an employee benefit plan, and reasonable expenses.

[f] “Party” includes a natural person who was or is, or who is threatened to be made, a named defendant or respondent in a proceeding.

[g] “Proceeding” means any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the corporation or by any other person.

Section 13. Private Foundations. Notwithstanding the foregoing, whenever the corporation is a private foundation as defined in I.R.C. Section 509 [a], it shall not make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

ARTICLE V Fiscal Year

The fiscal year of the corporation shall end on the last day of December in each year.

ARTICLE VI Seal

The corporation has no corporate seal.

ARTICLE VII Corporate Acts, Loans, and Deposits

Section 1. Core Acts. Unless otherwise directed by resolution of the Board of Directors or by law, all checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the corporation, and all deeds, mortgages, conveyances, and other written contracts, agreements and instruments to which the corporation shall be a party, and all assignments or endorsements of stock certificates, registered bonds or other securities owned by the corporation shall be signed by the President and by any one of the following officers who is a different person: Vice-President, Secretary, or Treasurer. The Board of Directors may, however, authorize any one of such officers or one or more other officers or agents to sign any of such instruments for and on behalf of the corporation without necessity of counter signature.

Section 2. Loans. No funded indebtedness shall be contracted on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. 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, savings and loan associations, trust companies or other depositories as the Board of Directors may select.

Section 4. Fund Raising. All funds raised by the corporation will be used for the benefit of the Greendale Public Library. Ten percent (10%) of all funds raised by the corporation will be set aside for the corporation. Gifts, tributes, grants, endowments, and memorials are exempt from this deduction.

ARTICLE VIII Amendments

Section 1. By the Directors. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting thereof by the affirmative vote of two-thirds [2/3] of the directors then in office. However, Sections 2, 4, 6 and 7 of Article II of these Bylaws may be amended only by action through the affirmative vote of two-thirds [2/3] of the directors of this corporation then in office.

Section 2. Implied Amendments. Any action taken or authorized by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

Certified a true and correct copy of the Bylaws adopted on the TBD, by the Board of Directors of Greendale Public Library Foundation, Inc.

Joanne Guendel, Secretary