

Bylaws of Wisconsin Library Association Foundation, Inc.

ARTICLE I MEMBERSHIP

Section 1. Eligibility

All members in good standing of the Wisconsin Library Association (WLA) shall be members of this Corporation, which has been organized as a not-for-profit corporation with the purpose to operate solely and exclusively as a charitable, social, benevolent, and educational organization in support of members of and initiative promoted by the Wisconsin Library Association.

Section 2. Membership Rights

Only individual members of the Corporation have the right to participate in meetings, elections, or referenda, or to hold office in the Corporation except for Community Representatives.

Section 3. Termination of Membership

Membership in the Corporation shall be terminated whenever membership in the WLA is terminated.

ARTICLE II MEMBERSHIP MEETINGS

Section 1. Annual Meeting

An annual meeting of the members shall be held at the time and place of the annual conference of the WLA.

Section 2. Special Meetings

Special meetings of the members may be called by the President or by a two-thirds (2/3) vote of the Board of Directors.

Section 3. Quorum

The members of the Corporation present at any regularly called annual meeting or special meeting shall constitute a quorum.

Section 4. Manner of Acting

At all meetings of the members, each individual member shall have one vote. All questions, except as otherwise provided by law or by these Bylaws, shall be decided by a majority of the individual members participating in the meeting.

Section 5. Notice and Waiver of Notice of Member Meetings

When notice of any meeting of the members is required, it shall be given or may be waived as provided in Article XI below.

**ARTICLE III
BOARD OF DIRECTORS**

Section 1. General Powers

The management, control and operation of the affairs and properties of this Corporation shall vest and be in the Board of Directors of the Corporation.

Section 2. Number, Types and Terms of Office of Directors

A. Number of Directors

The Board of Directors shall consist of nine voting Directors. The WLA Executive Director shall serve as a nonvoting Director.

B. Member Directors

- 1 The Treasurer of the WLA shall be an ex-officio voting member of the Board of Directors and shall serve a term equal to such person's term of service as WLA Treasurer. The Treasurer may also be appointed or elected, as provided below, to serve two, consecutive three-year terms as a Director, either preceding or following his or her tenure as Treasurer.
- 2 The WLA Board of Directors shall appoint three (3) members of the Corporation (WLA Representatives) to be voting members of the Board of Directors. The term of the WLA Representative shall be three years. If a WLA Representative is unable to serve as a Director because of death, resignation, or otherwise, the WLA Board of Directors shall appoint another member of the Corporation to fill the unexpired term of such WLA Representative. No WLA Representative shall serve more than two, consecutive three-year terms as a Director.
- 3 Three (3) Directors shall be elected by the membership of the Corporation from a slate of nominees prepared by the WLA Nominating Committee. The Elected Directors shall serve for a term of three years, provided that the terms of the initial Elected Directors shall be staggered so that the term of one Elected Director expires each year. In conjunction with the annual WLA elections, a ballot shall be mailed to each individual member of the Corporation at least one month before the annual membership meeting and shall be returned at least ten days before the date of that meeting. The members shall elect Directors to replace the Elected Director whose term is then expiring. The candidate for each director position receiving the largest

number of votes shall be elected. In case of a tie vote, the determination shall be by lot. No Elected Director shall serve more than two, consecutive three-year terms as a Director.

If an Elected Director is unable to serve as a Director because of death, resignation, or otherwise, the Member Directors shall appoint another member of the Corporation to fill the remaining portion of the term until the next election. The newly elected member shall then serve the remaining portion of the three-year term.

C. Community Directors

The seven (7) Member Directors shall appoint two (2) individuals from the community (Community Representatives) to be voting members of the Board of Directors. The initial term of one of the Community Representatives shall be one year. The initial term of the other Community Representative shall be three years. Thereafter, the Community Representatives shall be appointed by all members of the Board and shall serve for a term of three years. If a Community Representative is unable to serve as a Director because of death, resignation, or otherwise, the Member Directors shall appoint another individual from the Community to fill the unexpired term of such Community Representative. No Community Representative shall serve more than two, consecutive three-year terms as a Director.

Section 3. Annual Meeting

An annual meeting of the Board of Directors shall be held each year during the annual conference of the WLA, at such time and place as may be designated by the President of the Corporation. The purpose of the annual meeting shall be for the transaction of such business as may come before the meeting.

Section 4. Regular and Special Meetings

Regular meetings of the Board of Directors shall be held at such times and places as the President of the Corporation may designate. Special meetings of the Board of Directors may be called at any time by the President, or by at least three Directors of the Corporation, at such time and place and for such purposes as the President or Directors calling the meeting may specify.

Section 5. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present, those Directors present may adjourn the meeting without further notice.

Section 6. 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 except where otherwise provided by law or by these Bylaws.

Section 7. Informal Action

Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed by all Directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all Directors shall have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State.

Section 8. Compensation

Directors shall not be paid compensation for their services as Directors. Nothing herein contained shall be construed from prohibiting payment of compensation to an individual who serves as a Director, for services rendered to the Corporation in another capacity.

Section 9. Meetings by Conference Telephone or Electronic Communications

Members of the Board of Directors or any committee of the Board may participate in a meeting by any legal means outlined in Wis. Stats. 181.0820 (3) or any successor thereto and participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

Section 10. Notice and Waiver of Notice

When notice of any meeting of the Board of Directors is required, it shall be given or may be waived as provided in Article XI below.

**ARTICLE IV
OFFICERS**

Section 1. Officers

The Officers of the Corporation shall be a President, a Vice-President who shall also be President-Elect, a Secretary, and a Treasurer. The Board may elect such other Officers, including one or more Assistant Secretaries or Assistant Treasurers as it shall deem desirable. No officers of the Corporation, except for the President and the Vice-President, need be a Director. Any two or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Vice-President.

Section 2. Election and Term of Office

The Vice-President/President-Elect and Secretary of the Corporation shall be elected annually by the Board of Directors at the meeting of the Board of Directors during the annual conference of the WLA. Any vacancy in any such office may be filled by the Board of Directors.

Section 3. President

The President shall preside as Chairperson at all meetings of the Board of Directors. The President shall have the necessary authority and responsibility for the administration of the affairs of the Corporation subject only to such Bylaws as may be adopted and such orders as may be issued by the Board of Directors. The President shall advise and make recommendations to the Board of Directors relating to the operation and long-range planning of the Corporation.

The President may sign with the Secretary or other proper officer of the Corporation authorized by the Board of Directors any deeds, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Section 4. Vice-President/President-Elect

The Vice-President/President-elect shall have such duties as determined from time to time by the Board of Directors. The Vice-President/President-elect shall discharge the duties of the President in the event of his or her absence or inability to act and shall assist the President in the performance of his or her duties as the President directs. The Vice-President/President-elect shall assume the role of President after serving a one-year term as Vice-President.

Section 5. Secretary

The Secretary may sign documents of the Corporation from time to time as required and shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; be custodian of the corporate records. The Secretary shall perform such duties as may be assigned to the Secretary by the President.

Section 6. Treasurer

The Treasurer of the Wisconsin Library Association shall serve as the Treasurer of the Wisconsin Library Association Foundation. The Treasurer shall be responsible for the custody of the funds and securities of the Corporation which shall come into the Treasurer's hands, and shall advise the Board of Directors respecting its financial condition and the handling of its monies and investments and shall perform such additional duties as may be assigned to the Treasurer by the President.

ARTICLE V
COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Committees

A. The Board of Directors by resolution adopted by a majority of Directors may designate one or more committees, which to the extent provided in said resolution shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of the Corporation, except action in respect to election of officers or the filling of vacancies in the Board of Directors or committees. The designation of such committee or committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him or her by law.

ARTICLE VI
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. 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 Bylaws, 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.

Section 2. 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 such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President, or in the President's absence, by the Vice-President of the Corporation.

Section 3. 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 elect.

Section 4. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Corporation.

ARTICLE VII
BOOKS AND ACCOUNTS

The Corporation shall keep or cause to be kept correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and its committees. In addition, the Corporation shall cause to be filed the necessary reports, tax returns or other documents as may be required by law.

ARTICLE VIII INDEMNIFICATION

Section 1. Definitions

The following definitions shall apply to this Article:

- (A) **"Director or officer"** means any of the following:
 - (1) A natural person who is or was a Director or officer of a corporation and shall include any natural person who is or was serving as an officer or a Director of this Corporation.
 - (2) A natural person who is or was serving at this 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, limited liability company, partnership, joint venture, trust or other enterprise.
 - (3) Unless the context requires otherwise, the estate or personal representative of a Director or officer or employee.
- (B) **"Expenses"** include fees, costs, charges, disbursements, attorney fees and any other expenses incurred in connection with a proceeding.
- (C) **"Liability"** includes the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, including any excise tax assessed with respect to an employee benefit plan, and reasonable expenses.
- (D) **"Party"** means a natural person who was or is, or who is threatened to be made, a named defendant or respondent in a proceeding.
- (E) **"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 this Corporation or by any other person.

Section 2. Mandatory Indemnification

This Corporation shall indemnify a director or officer or employee 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 or employee was a party because he or she is a director or officer or employee of this Corporation.

Section 3. Additional Indemnification

In cases not included under Section 2 above, this Corporation shall indemnify a director or officer or an employee against liability incurred by the director or officer or employee in a proceeding to which the director or officer or employee was a party because he or she is a director or officer or employee of this Corporation, unless liability was incurred because the director or officer or employee breached or failed to perform a duty he or she owes to this Corporation and the breach or failure to perform constitutes any of the following:

- (A) A willful failure to deal fairly with this Corporation in connection with a matter in which the director or officer or employee has a material conflict of interest.
- (B) A violation of criminal law, unless the director or officer or employee had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.
- (C) A transaction from which the director or officer or employee derived an improper personal profit.
- (D) Willful misconduct.

Determination of whether indemnification is required under this subsection shall be made under Section 4 below.

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 or employee is not required under this subsection.

A director or officer or employee who seeks indemnification under this section shall make a written request to this Corporation.

Indemnification under this section is not required if the director or officer or employee has previously received indemnification or allowance of expenses from any person, including this Corporation, in connection with the same proceeding.

Section 4. Procedure

The director or officer or employee seeking indemnification under Section 3 above shall select one of the following means for determining his or her right to indemnification:

- (A) By majority vote of a quorum of the Directors consisting of 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 two (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.
- (B) By independent legal counsel selected by a quorum of the Board of Directors 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, including Directors who are parties to the same or related proceedings.
- (C) By a panel of three (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 or employee seeking indemnification, and one arbitrator selected by the two (2) arbitrators previously selected.

Section 5. Expenses

Upon written request by a director or officer or employee who is a party to a proceeding, this Corporation, in its discretion, shall pay or reimburse his or her reasonable expenses as incurred if the director or officer or employee provides this Corporation with all of the following:

- (A) 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 this Corporation.
- (B) A written undertaking, executed personally or on his or her behalf, to repay the allowance and, if required by this Corporation, to pay reasonable interest on the allowance to the extent that it is ultimately determined under Section 4 that indemnification under this Article VIII is not required. The undertaking under this subsection shall be an unlimited general obligation of the director or officer or employee and may be accepted without reference to his or her ability to repay the allowance. The undertaking may be secured or unsecured.

Section 6. Insurance

This Corporation may purchase an insurance policy to fund some of its indemnity obligations created under these Sections. No officer, director or employee shall be entitled to indemnification or allowance of expenses under these resolutions to the extent that the same losses or expenses are or may be paid for by any other person including, but not limited to, such insurance companies.

Section 7. Contract

The foregoing indemnification provisions of this Article constitute a contract between the Corporation and the respective officers, directors and other persons described above and for whose benefit indemnification is provided under this Article.

ARTICLE IX
FISCAL YEAR

The fiscal year of the Corporation shall be determined by the calendar year.

ARTICLE X
SEAL

The Corporation shall have no seal.

ARTICLE XI
NOTICE AND WAIVER OF NOTICE

Section 1. Notice

Written notice of the annual meeting and of each special meeting of the membership and the Board of Directors, and of each meeting of a committee, specifying the place, date and hour of the meeting, and in the case of a special meeting of the membership or Board of Directors, the purpose or purposes for which it is called, shall be given to each member or Director as the case may be by personal service or delivery or by mail at least five days prior to the date of such meeting, by or at the direction of the President or the Secretary or the persons calling the meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage prepaid, addressed to each member or Director at such person's address as it appears on the records of the Corporation. Notice need not be given of regular meetings of the Board of Directors, except a regular meeting to be held at a different time or place than specified in the Bylaws or by resolution.

Section 2. Waiver of Notice

Whenever any notice whatsoever is required to be given under the provisions of the Nonstock Corporation Law of the State of Wisconsin or under the provisions of the Articles of Incorporation or the Bylaws of this Corporation, 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 XII
OFFICES

The Corporation shall have and continuously maintain in this state, a registered office and registered agent whose office is identical with such registered office, and may have other officers within or without the State of Wisconsin as the Board of Directors may from time to time determine.

ARTICLE XIII
AMENDMENTS

These Bylaws may be amended or repealed and new Bylaws may be adopted by a majority of the members present at any annual or special meeting of the membership or by mail ballot or electronic communication. Notice of the meeting or mail vote shall state the proposed amendment, repeal or new Bylaws to be considered. Notice of the mail vote shall be bulk mailed or published to the membership at least three weeks prior to the return of the ballot. The Board of Directors shall set the time limit during which votes will be recorded and appoint a committee to count and report the votes.

No Bylaw adopted by the members may be amended or repealed by the Board of Directors unless the Bylaw adopted by the members shall have conferred such authority upon the Directors.

ARTICLE XIV
Rules of Order

The rules contained in *The Standard Code of Parliamentary Procedure*, latest edition, shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation or these Bylaws. If the rules contained in the *Standard Code* do not adequately address the issue, then *Robert's Rules of Order, Newly Revised*, will be consulted.

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