

ITEM NUMBER: 12.02 a-g  
CHAPTER 12: Community  
Library  
Groups  
CODE: Information  
COMPUTER ID: CLG-2

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Title: Marathon County Public Library Foundation  
Effective Date: 2-22-82  
Authorized By: Foundation  
Date of Last Revision: 1/2008

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**Mission Statement:**

(Adopted: November 14, 1996)

The mission of the Marathon County Public Library Foundation is to support and enhance the libraries of Marathon County, and the services they provide.

**Goals of the Marathon County Public Library Foundation:**

(Adopted: January 24, 1997)

1. Develop a public relations program for Marathon County residents to:
  - Define the role and purpose of the MCPL Foundation.
  - Communicate information about available library resources and services.
  - Promote broad support for our libraries.
  
2. Establish an endowment to:
  - Enhance library services.
  - Augment library resources.
  - Contribute to capital improvements.

RESTATED BYLAWS OF  
MARATHON COUNTY PUBLIC LIBRARY FOUNDATION

Article I – Name

1.01 Corporate Name. The name of the corporation is Marathon County Public Library Foundation, Inc.

Article II – Offices

2.01 Location of Corporate Office. The principal office of the corporation shall be located at 300 North First Street, Wausau, Wisconsin, or at such other locations, within or without the State, as the Board of Directors shall lawfully designate or the affairs of the corporation may require from time to time.

Article III – Aims and Purposes

3.01 Purpose of Corporation. The purpose of this corporation shall be as provided in its Articles of Incorporation.

3.02 Earnings. Under no circumstances will the net earnings of the corporation inure to the benefit of any private individual.

Article IV – Members

4.01 Members. The corporation is to have no members. The Board may take any action which is permitted or required to be taken by members of a nonstock corporation under Wisconsin law by the affirmative vote of a majority of the entire Board of Directors, without the necessity of any prior action by the Board of Directors which would have otherwise been required by the law for such action if there were members entitled to vote on such action.

Article V – Board of Directors

5.01 General. The affairs of the corporation shall be managed by a Board of Directors, each of whom shall be of legal age and be a resident of the State of Wisconsin.

5.02 Number. The number of directors shall be established by vote of the Board of Directors at the annual meeting. In no event shall the number of directors be less than 7. All directors shall have equal and full voting responsibilities as members of the Board of Directors

5.03 Election and Term. The procedure for elections will be as follows:

(a) The Board of Directors shall elect directors to serve three (3) year terms. The term of each director will expire at the annual meeting when his or her successor is elected or his or her position on the Board is eliminated by vote of the Board as provided in section 5.02 of these Bylaws.

(b) Individuals selected to fill the membership of the Board of Directors shall be nominated by the Directors at their annual meeting and elected by majority vote of the Directors.

(c) No director shall be eligible for election to the Board of Directors for more than two (2) consecutive terms. An individual may be elected to the Board of Directors if at least one (1) year has passed since expiration of such director's second consecutive term on the Board of Directors.

5.04 Vacancy. Vacancies occurring on the Board of Directors by death, resignation, refusal to serve, or otherwise shall be filled for the unexpired term by the remaining directors at any regular or special meeting.

5.05 Resignation. Any director may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance thereof as determined by the Board of Directors.

5.06 Removal. Any director may be removed at any time by two-thirds (2/3) majority vote of all the Directors then serving.

5.07 Attendance. All directors are required to attend 75% of the regular monthly board meetings, or nine (9) of twelve (12) meetings. Three excused absences are allowed with advance notification of the absence. Failure to attend the required number of meetings may be grounds for removal from the Board.

#### Article VI – Meetings of the Board

6.01 Place of Meeting. The meetings of the Board of Directors shall be held at the principal office of the corporation or at any place within the United States that the Board may from time to time designate.

6.02 Annual Meetings. The Board of Directors shall meet each year for an annual meeting at a time and location designated by resolution of the Board of Directors. Such other regular meetings of the Board of Directors shall be held at such time and place as may be specified by the resolution of the Board.

6.03 Special Meetings. Special meetings of the Board of Directors may be called at any time by two or more directors.

6.04 Notice of Meetings. Notice of any regular or special meeting of the Board of Directors shall be given at least five (5) days previous thereto by written notice sent by any usual means of communication to each director to his or her address as shown by the records of the corporation; however, notice may be waived before, at, or after any meeting. Board directors are expected to respond to the meeting notice by phone or e-mail message, before the meeting.

6.05 Waiver of Notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting except when a director attends a meeting for the express purpose of objecting to the transaction of the business because the meeting is not lawfully called or convened.

6.06 Quorum. At all meetings of the Board of Directors, a majority of the total directors then in office shall constitute a quorum for the transaction of business. When a quorum is once present to organize the meeting, it is not broken by the subsequent withdrawal of any of those present and the meeting may be adjourned despite the absence of a quorum.

6.07 Voting of Directors. The vote of the majority of the Directors at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a vote of a greater number is required by law or by these Bylaws. Ex-officio members will be able to vote as a Board Director, if a quorum is not present at a meeting, and the matter before the Board requires immediate action.

#### Article VII – Compensation of Directors

7.01 Directors' Services. Directors as such shall not receive any compensation for their services as directors, but the Board of Directors may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated officers of the corporation. Nothing herein shall preclude a director from serving the corporation in any other capacity and receiving compensation for such services.

#### Article VIII – Committees

8.01 Appointment of Committees. The Board, by resolution adopted by a majority of the entire Board, may designate an executive committee, consisting of two or more directors, and other committees consisting of two or more persons, who may or may not be directors and may delegate to such committee or committees all such authority of the Board that it deems desirable, except that no such committee or committees, unless specifically so authorized by the Board, shall have and exercise the authority of the Board to:

- (a) Adopt, amend or repeal the Bylaws;
- (b) Fill vacancies in the Board or any committee

8.02 Alternate Members of Committee. The Board may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee. Each member of each such committee shall serve at the pleasure of the Board. The designations of any committee and the delegation thereto of authority shall not relieve any director of any responsibility imposed by law. The executive committee or any other committee shall report action, unless the Board otherwise requires. So far as applicable, the provisions of these Bylaws relating to the conduct of meetings of the Board shall govern meetings of the executive and other committees.

8.03 Ad Hoc Committee Members. The Board may designate one or more ad hoc members to committees to fulfill the purpose of the committee and assist the committee in accomplishing its goals. Ad hoc committee members must be approved by a majority vote of the Board and will serve at the pleasure of the Board.

Article IX – Officers

9.01 Election – Title – Term. The officers of the corporation shall be a President, one (1) Vice President, a Secretary, a Treasurer and such other officers as may be appointed pursuant to these Bylaws. Each officer shall be elected annually by the Board of Directors at its annual meeting, to serve until the next ensuing annual meeting, or until a successor shall have been duly elected and shall have qualified. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. The board of Directors may elect or appoint, or by resolution provide for the appointment of, other officers or agents.

9.02 Removal. Any officer of the corporation may be removed at any time by the Board 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. The election or appointment of an officer shall not of itself create contract rights.

9.03 Duties. The duties of the officers of this corporation shall be such as usually pertain to such officers of corporations generally except as may be otherwise prescribed by these Bylaws or by the Board.

9.04 President. The President shall be the principal officer and head of the corporation, and between meetings of the Board of Directors and of the executive committee, shall have general supervision of its business and affairs, subject, however, to the right of the Board to delegate any specific power except such as may by statute be exclusively conferred upon the President, to any other officer or officers of the corporation to the exclusion, for the time being, of the President.

9.05 President to Preside. The President shall preside at all meetings of the Board of Directors and of the executive committee, and shall appoint, subject to confirmation of the Board of Directors, and be an ex officio member of, all standing and special committees. In the absence of the President, a Vice President designated by the President shall preside at any meeting at which the President would preside.

9.06 Vice Presidents. In the absence of the President or in the event of his inability to act, the Vice Presidents shall perform all the duties of the President and when so acting shall have all of the powers of the President, and shall be an ex officio member of all standing and official committees. The Board of Directors shall designate which Vice President is to assume the powers of the President.

9.07 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and shall keep books for that purpose; shall see that all notices are given in accordance with these Bylaws or as required by the law; be the custodian of the records of the corporation; countersign all documents required by law or by the Board of Directors; and generally perform all duties incident to the office of Secretary and other such duties as may be assigned by the Board of Directors.

9.08 Treasurer. The Treasurer shall be responsible for receiving and custody of all funds donated to or belonging to or accruing to the corporation at any time; and shall be responsible for deposit of same in the depository authorized by the Directors, shall be

responsible for the disbursement of same; shall issue notices of dues payable and be responsible for the collection thereof; and shall report in detail at each general meeting the financial condition of the corporation.

9.09 Compensation. No officer of the corporation shall receive compensation for his or her service to the corporation, except for reimbursement of expenses as provided in section 7.01 of these Bylaws.

#### Article X – Contracts, Checks, Deposits, and Funds

10.01 Authorization. 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; such authority may be general or confined to specific instances. All checks, drafts, or other 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.

10.02 Funds. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select, or as may be designated by an officer or officers or agent or agents of the corporation to whom such power may be delegated by the Board of Directors.

10.03 Acceptance of Gifts. The Board of Directors or any officer or officers, agent or agents of the corporation to whom such authority may be delegated by the Board, may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

10.04 Bond. Upon authorization by the Directors, any officer or employee of the corporation shall be bonded. The expense of furnishing any such bond shall be paid by the corporation.

#### Article XI – Notice and Time Requirement

11.01 Notice in General. In any case hereunder when notice to the Directors is required or permitted, the notice shall be in writing or printed. When mailed, the notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the corporation. When delivered personally or by hand, the notice shall be deemed delivered when actually received by the Director.

11.02 Waiver of Notice or Lapse of Time. Whenever under the provisions of law or these Bylaws, the Board or any committee thereof is authorized to take any action after notice to any person or persons or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of such period of time, if at any time before or after such action is completed the person or persons entitled to such notice or entitled to participate in the action to be taken submits a signed waiver of notice of such requirements.

Article XII – Seal

12.01 Corporate Seal. The corporation shall have no seal.

Article XIII – Indemnification

13.01 Corporate Liability. The corporation shall indemnify officers, directors and other persons in accordance with Sec. 181.042 Wis. Stat. and applicable provisions of Chapter 181 Wis. Stats.

Article XIV – Amendment

14.01 Procedure for Bylaw Revisions. These Bylaws may be altered, amended or repealed by the Board of Directors at any regular meeting or at any special meeting called for that purpose, provided, however, that notice of proposed amendment, alteration or repeal shall be given to each director at least five (5) days prior to the date of the meeting at which the Bylaws are to be altered, amended or repealed; provided, however, that no notice shall be required if all directors are present and all vote in favor of the amendment.

Article XV – Dissolution of Corporation

15.01 Dissolution. Subject to the terms of the Articles of Incorporation, upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the corporation's liabilities, dispose of all of the corporation's assets exclusively for the purposes of the corporation in such manner as the Board of Directors shall determine, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

*These restated bylaws were approved by unanimous vote of the Directors of the Marathon County Public Library Foundation, Inc., Board of Directors present at a regular meeting held on November 1, 2005 in Wausau, Wisconsin. The secretary of the corporation by her signature below certifies that a quorum was present at said meeting. Approval of the bylaws are attested to by the below signing officers of the corporation. These restated bylaws replace, in its entirety, any existing bylaws, including amendments thereto, which are hereby revoked in its entirety.*

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Bruce Bohlken, President

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Mark Sauer, Vice President

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Rita J. Boettcher, Secretary

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Tami W. McCann, Treasurer