

BYLAWS OF THE FRIENDS OF LORINE NIEDECKER, INC.

Article 1: Purposes

1.1 General Purposes. The Friends of Lorine Niedecker, Inc. (hereafter the "Corporation"), is organized and exists exclusively for charitable, educational and scientific purposes. The primary purposes of the Corporation shall be:

- (1) To own, operate, lease, sell, exchange and otherwise manage and administer any and all of such property, real and personal, in furtherance of the purposes set forth herein;
- (2) To contract with other organizations, for-profit and not-for-profit, with individuals and with governmental agencies in furtherance of these purposes; and
- (3) To engage in any lawful activities within the purposes for which a corporation may be organized under the Wisconsin Non-stock Corporation laws, which are incidental to the foregoing purposes.

All facilities, services and programs of this Corporation shall be available to community members regardless of race, color, creed, gender, age, handicap or national origin.

1.2 Tax-Exempt Status. The Corporation shall at all times be organized exclusively for charitable, educational and scientific purposes, as described in IRC Section 501(c)(3), and as an organization other than a private foundation within the meaning of IRC Section 509(a)(1) or (2), contributions to which are deductible under IRS Section 170(c)(2)(b) of the IRC. These Articles of Incorporation and the Bylaws shall be construed accordingly, and all powers and activities shall be limited accordingly. The Corporation shall at no time exercise any of its corporate powers in such a manner as to deprive itself of the right to exemption from taxation under IRC Section 501(c)(3).

Article 2: Board of Directors

2.1 Number. The initial Board of Directors shall include at least three persons and thereafter may be increased or decreased by a majority vote of the Board of Directors. At all times at least one member of the Board of Directors will be a staff member of either the Dwight Foster Public Library or the Hoard Historical Museum.

2.2 Powers of the Board. The activities and property of the Corporation shall be managed by the Board of Directors, who shall ensure that all operations are conducted in a manner consistent with the purposes set forth in the Articles of Incorporation and Bylaws and who shall provide management, direction and oversight to the Corporation. The powers and responsibilities of the Board shall include the following:

- (1) To approve the statements of philosophy and mission of the Corporation and to establish the long-range goals, strategic plans and overall purposes of the Corporation;
- (2) To amend, restate or modify the Articles of Incorporation and the Bylaws of the Corporation;
- (3) To approve the establishment or dissolution of any subsidiary corporations and to approve the bylaws, rules and regulations of all organizations affiliated with the Corporation;
- (4) To hold exclusive authority to sell, transfer, pledge, merge or dissolve the assets of the Corporation or to approve its merger or consolidation with another corporation; and to approve the purchase, sale, lease, disposition, encumbrance or alienation of real property;
- (5) To incur a major debt obligation of the Corporation;
- (6) To appoint and terminate the Administrator of the Corporation and to approve compensation and fringe benefits for the Administrator;
- (7) To approve all major fund drives and the establishment of endowments;
- (8) To formulate and develop overall policies, rules and regulations for accomplishing the purposes and objectives of the Corporation set forth in these Bylaws and to otherwise encourage, promote and initiate the comprehensive development of the Corporation;
- (9) To elect and remove officers of the Corporation in accordance with procedures set forth herein;
- (10) To develop and approve such budgets and reports, including an annual operating budget, as may be necessary or appropriate;
- (11) To determine who shall be authorized to sign bills, receipts, endorsements, checks, releases, contracts and documents on the Corporation's behalf.
- (12) To delegate the duties and responsibilities of any office or director of the Corporation, in the absence of any other provision in these Bylaws, and to establish the mechanism for review of performance on all levels of the Corporation; and
- (13) To keep minutes of the meetings of the Board of Directors and other pertinent reports.

2.3 Term and Tenure. Directors shall hold office until their death, resignation or removal, and shall hold office for terms of two years. The terms of the director shall be

staggered so that, to the extent possible, an equal number of Directors will be elected each year.

2.4 Appointment. Directors of the corporation shall be elected at the annual Board of Directors meeting by the members of the Board of Directors, present in person, by majority vote. A slate of nominees may be presented to the current Board by a nomination committee. Other nominations may be accepted from the floor.

2.5 Resignation and Removal. A director may resign at any time by submitting his or her written resignation to the President or Secretary of the Corporation. Any director may be removed from office at any time by a majority vote of the Board of Directors.

2.6 Vacancies. A vacancy on the Board of Directors occurring during the term of a director shall be filled by a majority vote of the Board of Directors. Each Director shall hold office for the unexpired term of the Director he or she succeeds. A vacancy created by an increase in the number of Directors shall be filled in the same manner as is provided for the appointment of Directors. During any vacancy, the remaining Directors shall continue to act with the power and authority of the full Board of Directors.

Article 3: Meetings of the Board of Directors

3.1 Meetings of Board of Directors. Meetings of the Corporation Board of Directors shall be held for purposes of conducting Corporation business in accordance with the authority granted by these Bylaws.

3.2 Place. All meetings of the Board of Directors shall be held at the principal office of the Corporation in Fort Atkinson, Wisconsin, or at such other place as may be determined by the Board of Directors.

3.3 Quorum. Except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws, a majority of the number of Directors in office shall constitute a quorum for the transaction of business.

3.4 Voting. Each Director present shall be entitled to cast one vote on each matter submitted to a vote at any meeting of the Board of Directors.

3.5 Validity of Meeting. Whenever all Directors of the Corporation are present, or written consent of all Directors of the Corporation has been obtained, any meeting of the Board of Directors and any action taken thereafter shall be legal and valid for all purposes, regardless of whether proper notice has been given and whether or not such meeting has been called pursuant to the provisions of the Articles of Incorporation and Bylaws.

Article 4: Officers

4.1 Number and Designation. The principal officers of the corporation shall be the President, Secretary and Treasurer. All officers shall be elected by the Board of Directors. Such other officers and assistant officers of the corporation as are deemed necessary or appropriate by the Board of Directors may be elected or appointed by the Board of Directors. The same

individual may serve both as a director and officer.

4.2 Election. The officers of the Corporation may be nominated by a nominations committee or from the floor at the time of election. Officers shall be elected annually by the Board of Directors at the annual meeting.

4.3 Terms and Tenure. Terms of office for officers shall be one year.

4.4 Resignation and Removal. An officer may resign at any time by submitting his or her written resignation to the President or Secretary of the Corporation. Any officer or agent 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.

4.5 Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors for the unexpired portion of the term.

4.6 Duties. The officers of the Corporation shall perform the duties usually pertaining to their respective offices in civil corporations, such other duties as may be required by the Articles of Incorporation or these Bylaws, and such other duties as may be prescribed from time to time by the Board of Directors of this Corporation.

4.7 President. The President shall preside at all meetings of the Board of Directors. He or she may determine the order of business at meetings of the Board of Directors of the Corporation. He or she shall have the authority to sign, execute and acknowledge, on behalf of the Corporation, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business or which shall be authorized by resolution of the Board of Directors.

4.8 Secretary. The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors 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 Corporation records; (d) keep or arrange for the keeping of a register of the post office address of each Director which shall be furnished to the Secretary by each Director; and (e) in general, perform all duties incidental to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the President or by the Board of Directors. These same duties and functions may also be assigned to an individual designated by the Board of Directors as Assistant Secretary.

4.9 Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories; and (c) in general, perform all of the duties incidental to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him or her by the Board of Directors. These same duties and functions may also be assign to an individual

designated by the Board of Directors as Assistant Treasurer.

Article 5:

Contracts, Loans, Checks, Deposits and Special Corporate Acts

5.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Upon delegation by Board resolution, all deeds, mortgages and instruments of assignment or pledge made by the Corporation may be executed in the name of the Corporation by the President and by the Secretary or an Assistant Secretary; and when so executed, no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

5.2 Loans. No indebtedness for borrowed money shall be contracted on behalf of the Corporation and no evidence of such indebtedness shall be issued on its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

5.3 Checks, Drafts, Etc. 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 or under the authority of a resolution of the Board of Directors.

5.4 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, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

Article 6:

Officers and Directors, Liability and Indemnity, Transactions with Corporation

6.1 Liability of Directors and Officers. The liability of the Directors and Officers of the Corporation shall be as permitted by the Wisconsin law governing non-stock corporations in effect at the time the incident leading to the request for indemnification occurs. The following language in this section is a summary of Sections 181.287 and 181.297 of the Wisconsin Statutes as of the date of these Bylaws and shall not be construed so as to modify those provisions of the Wisconsin Statutes. Generally, an officer or director will not be liable to anyone for a breach of, or failure to perform a duty, unless the person asserting liability proves that 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 has 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; or
- (4) Willful misconduct.

6.2 Indemnity of and Allowance of Expenses for the Corporation's Directors and Officers. The corporation shall have the power to indemnify any present or former director, officer, employee or agent of the Corporation, including any staff appointee engaged in Corporation business through committee service or otherwise (hereafter "official"), for expenses and costs actually and necessarily incurred in connection with the defense or settlement of any pending or threatened action, suit or proceeding to which he or she is made a party by reason of being or having been such official, as permitted by Wisconsin law governing non-stock corporations in effect at the time the incident leading to the request for indemnification occurs, except in relation to matters as to which he or she shall be finally adjudged to be liable of willful misconduct amounting to bad faith. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation, these Bylaws or any agreement, vote of the Board or the Executive Committee, insurance purchased by the Corporation, or otherwise.

Article 7: Amendments

7.1 Amendments. These Bylaws may only be amended or restated by a majority vote of the Board of Directors at a meeting where a quorum is present.

Article 8: Other

8.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

8.2 Corporate Seal. The Corporation shall have no seal.

Dated this 24th day of June, 2004.
Amended August 8, 2005

Ann Y. Engelman, President

Bruce Meyer, Secretary