

**Friends of the Village of North Freedom
Bylaws
Originally Dated May 24, 2025
A Wisconsin Non-Profit Corporation**

Article I – Name

The name of the corporation shall be Friends of the Village of North Freedom (hereinafter referred to as “group”). The principal offices shall be determined from time to time, by the Officers and shall be reflected in official group meeting minutes.

Article II – Purpose/Limitations/Dissolution

The purpose of this group is to be a fundraising entity that will financially support only the Village of North Freedom and to receive, administer, and distribute funds in connection to that purpose; provided, however, that group shall only engage in activities that are in the purview of Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law. It is also the intent of this group to qualify as a non-profit, tax-exempt entity pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now or hereafter amended. In order to effectuate such intent, no part of the net earnings of the group shall inure to the benefit of any of its members or any other individual; and said group shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. If said group will set to be dissolved, upon the dissolution of the group, the residual assets of the group shall be distributed to the Village of North Freedom in its entirety as a donation.

Article III – Membership

1. Membership in this group is open to all individuals, organizations, or clubs in agreement with the purpose/limitations/dissolution of this group.
2. Annual dues, if any, for this group shall be determined by a majority of the members present and voting at the annual meeting.
3. Each paid membership shall be entitled to one vote.
4. Village of North Freedom Municipal Board Trustees, Clerk/Treasurer, Director of Public Works/Public Works Employee(s), or Fire Chief/Fire Department Members and North Freedom Public Library Board Trustees/Library Director/employees shall be considered non-dues-paying members and are welcome to participate in all meetings and activities. Village of North Freedom Municipal Board Trustees, Clerk/Treasurer, Director of Public Works/Public Works Employee(s), or Fire Chief/Fire Department Members and North Freedom Public Library Board Trustees/Library Director/employees are not eligible to be Officers of this group.

Article IV – Officers

1. The Officers of this group shall consist of:

President

Vice President

Secretary

Treasurer

Note: If there are not enough members to fill all Officer positions individually, the Secretary & Treasurer position may be combined and held by one person.

2. Officers shall be elected by a majority vote of the membership present at the annual meeting for the term of one year.

3. The term of Officers so elected shall begin with the next meeting following the annual meeting, and shall continue until their successors are elected.

4. A vacancy in any Officer position may be filled for the remainder of the term through appointment by the remaining Officers, pending ratification by the membership at the next meeting.

5. Officers shall receive no compensation but shall be entitled to reimbursement of out-of-pocket expenses as approved by the membership.

6. Officers shall be entitled to indemnification for actions as Officers to the extent permitted by Wisconsin Law.

7. Officers may appoint any person to act as assistant to any Officer, or as agent for the Group in their stead, 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 or other agent appointed by the Officers shall have the power to perform all duties of the office to which they are appointed to be assistant, or as to which they are so appointed to act, except as such power may be otherwise defined or restricted by the Officers.

8. Officers may establish any committees as it deems appropriate or necessary, provided that such committees may not exercise the powers of the Officers. Committees may have members who are not Officers.

Article V – Duties of Officers

President

The President shall facilitate all meetings for the membership and appointment of committees – *as approved by the membership*, serve as the primary channel of communication with the Village of North Freedom Municipal Board, ensure that the goals & purposes of the membership are realized, and have all the power to pursue resources, pending ratification by the membership. The President shall be an ex-officio member of all committees.

Vice President

The Vice President shall exercise the duties of the President in the absence or incapacity of the President. If the President should pass away, resign, or be removed from office, the Vice President shall succeed to the office of the President.

Secretary

The Secretary shall maintain all records, including but not limited to the subject of meetings, press releases, flyers, newsletters, and announcements of programs/events/activities of the group and shall prepare/record, including but not limited to, all official notices, meeting attendance, and minutes of the group. The Secretary shall conduct any necessary correspondence for the group, including but not limited to notification to the membership of the time and place of meetings and maintain the list of membership that includes names, addresses, phone numbers, and e-mail addresses.

Treasurer

The Treasurer shall be responsible for the collection, custody, and disbursement of all funds and assets of the group, including but not limited to, any bank account transfers, and shall maintain all financial records of the group. The Treasurer is responsible for reporting to the members on the financial status of the group. The Treasurer shall prepare or work with a Certified Public Accountant of Wisconsin on any necessary documents for the IRS and State of Wisconsin filings related to the finances of the group, as required by Statute or Regulation. The Treasurer is also authorized to create and maintain any online payment portal for membership dues, payments, donations, etc. provided the payments are directly deposited into the group's holding or operating bank account(s).

Again, as stated in Article IV – subsection 1 – If there are not enough members to fill all Officer positions individually, the Secretary & Treasurer position may be combined and held by one person and in Article IV – subsection 5 – Officers shall receive no compensation but shall be entitled to reimbursement of out-of-pocket expenses as approved by the membership.

In addition to any other powers provided herein or by law, Officers may authorize one or more Officers of the group, including but not limited to, to execute and deliver instruments, open bank accounts, execute checks and drafts in the name of the group, make or obtain loans, and sell, assign, or pledge securities. Any corporate documents requiring the signature of more than one Officer may be signed in counterparts.

Any Officer may create/maintain any website and/or social media page for this group for advertising and engaging of the public as long as it adheres to the purpose/limitations/dissolution of this group.

Any addition of duties to any Officer position will be discussed and approved by the membership prior to installation. And any duties of any Officer may be delegated to a working committee or designated member when deemed expedient and if approved by the membership.

Article VI – Meetings

1. An Annual Meeting of this group shall be held in January of each year, unless otherwise changed by a majority vote of the membership.
2. Regular Meetings may be required from time-to-time at the call of the President as activities of the group require.
3. Special Meetings may be called by the President or 2 (two) Officers of the group. A notice of at least 24 hours in advance of the meeting is required to be sent to the membership.
4. Business may only be conducted if a quorum is present. A quorum of this group is defined as no fewer than 3 (three) members.
5. The membership shall be notified of all meetings by surface mail or by e-mail at least 10 (ten) business days prior to the meeting date.
6. Meetings shall be conducted pursuant to *Robert's Rules of Order, latest edition*, unless some other procedure is approved by a majority vote of the membership present and voting or otherwise in conflict with these bylaws.
7. Voting shall be by Officers and members present at or participating in the meeting. Proxy voting and voting by electronic means shall be allowed.
8. Acting by unanimous consent or conducting meetings virtually/telephonically shall be permitted to the extent and under the conditions permitted by law.

Article VII – Funds & Liability

1. The fiscal year of this group shall be January 1 through December 31 of each year.
2. All funds shall be deposited to the bank account(s) of the group.
3. No member of the group shall be liable except for any unpaid dues, and no personal or financial liability shall, in any event, be attached to any member of the group in connection with any of its undertakings.
4. No part of the funds from the group shall benefit any member of the group, except that the group may pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes/limitations/dissolution of the group.

5. Again, as stated in Article II - If said group will set to be dissolved, upon the dissolution of the group, the residual assets of the group shall be distributed to the Village of North Freedom in its entirety as a donation.

Article VIII – Amendment

These bylaws may be amended by a majority vote of the members present at a duly called Regular or Special Meeting, provided that written or electronic notice of the text of any proposed amendment must be given to each member at least 30 (thirty) days prior to the date of the meeting.

Article IX – Miscellaneous

Whenever these bylaws require written notice to members, such notice shall be mailed or emailed to each member's address as shown on the records of the group. In all cases, notice shall be deemed given on the date of mailing or emailing.

Dated this 24th day of May, 2025.

Richard Hehenberger, President

Dawn Carignan, Vice President

David Emery, Secretary/Treasurer