BYLAWS

OF

FRIENDS OF THE NEUSCHAFER COMMUNITY LIBRARY, INC.

***Adopted Effective** November 26, 2024*

ARTICLE 1
NAME

The name of this corporation is Friends of the Neuschafer Community Library, Inc. (hereinafter the "Corporation").

ARTICLE 2
PURPOSES

The purposes of the Corporation shall be as set forth in the Articles of Incorporation.

ARTICLE 3
OFFICES AND REGISTERED AGENT

The mailing address of the Corporation's initial principal office and the name and address of the Corporation's initial registered agent are set forth in the Corporation's Articles of Incorporation. The Corporation may have such other offices, either inside or outside the State of Wisconsin, as the board of directors of the Corporation (the "Board") may designate from time to time. The Board may change the Corporation's principal office and registered agent from time to time, without amendment of these bylaws or the Articles of Incorporation, by filing the appropriate forms with the Wisconsin Department of Financial Institutions.

ARTICLE 4
MEMBERS

Section 4.1 Members Generally. The Corporation shall have no members with voting rights under Chapter 181 of the Wisconsin Statutes, however, the Corporation shall have nonvoting members, upon such terms and conditions as determined by these Bylaws and the Board from time to time.

Section 4.2 Application and Qualification. The Board may adopt policies, criteria, and/or applications for its nonvoting members from time-to-time, which may (but need not) include provisions related to payment of dues, residency, volunteering, meeting attendance, or other requirements. The Board may (but need not) limit the number of nonvoting members.

Section 4.3 Classes of Nonvoting Members. The Corporation's nonvoting members may be divided into classes, if so determined by the Board.

Section 4.4 Meetings. The Corporation shall hold at least one annual meeting of the nonvoting members; provided, however, the failure to hold such a meeting shall not affect the validity of any corporate action. The Board shall determine the time, date, and place of the annual meeting and any other regular meetings of the nonvoting members. Special meetings of the nonvoting members may be called by or at the request of the President or any two directors.

Section 4.5 Fees and Dues. Fees and dues applicable to Active Members, Associate Members, Honorary Members, and any other class of nonvoting members may be established or revised by the Board at any time.

ARTICLE 5
BOARD OF DIRECTORS

Section 5.1 General Powers. The affairs of the Corporation shall be managed by its Board. The Board shall utilize and distribute the net earnings and principal funds of the Corporation solely in accordance with the purposes for which the Corporation is organized, as described in Article 2.

Section 5.2 Number, Tenure, Manner of Election and Qualifications. The number of directors elected by the Board shall be a number, not less than three, but no more than fifteen, as determined from time to time by the Board, subject to the requirements for director elections as set forth within these bylaws. Directors shall be elected for two-year terms, or until his or her successor has been elected, or until his or her death, or until he or she shall resign or shall have been removed in the manner provided in Section 5.9. Directors shall take office immediately following their election, unless otherwise determined by the Board. The number and identity of the initial directors shall be as set forth in the Corporation's Articles of Incorporation, or, if not so set forth, as determined by the incorporator(s) of the Corporation.

Section 5.3 Regular Meetings. The Board may provide, by resolution, the time and place, either inside or outside the State of Wisconsin, for the holding of regular meetings without other notice than such resolution.

Section 5.4 Special Meetings. Special meetings of the Board may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any time or place, either inside or outside the State of Wisconsin, as the place for holding any special meeting of the Board called by them.

Section 5.5 Electronic Meetings. The directors of the Corporation, or any committee consisting of directors of the Corporation, may participate in meetings of the Board or committees by, or such meetings may be conducted through the use of, the telephone, instant messaging, video conference, or any other means of communication by which any of the following occurs:

(a) All participants may simultaneously hear or read each other's communications during the meeting, or

(b) All communication during the meeting is immediately transmitted to each participant and each participant is able to immediately send messages to all other participants.

A director participating in a meeting by any means authorized in this Section 5.5 shall be deemed to be present in person at the meeting. Action by email shall not take place under this Section, but shall instead meet the requirements of Section 5.13.

Section 5.6 Notice. Notice of any special meeting of the Board shall be given at least twenty-four hours prior to such special meeting by oral or written notice (including electronic notice) delivered personally or sent by mail or e-mail to each director at his or her address as shown on the records of the Corporation. If mailed, such notice shall be deemed to be delivered two days after the notice was mailed if the notice was deposited in the United States mail in a sealed envelope correctly addressed, with prepaid, accurate postage. If e-mailed, such notice shall be deemed to be delivered when sent to the appropriate e-mail address in the corporate records. Any director may waive notice of any meeting pursuant to Section 13.3. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 5.7 Quorum. Except as otherwise provided by applicable law, a majority of the directors on the Board shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the directors are present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 5.8 Manner of Acting. 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, unless the act of a greater number is required by law or by these bylaws.

Section 5.9 Removal and Resignation. Any director may be removed from office with or without cause by the affirmative vote of a majority of the directors then in office who are present and voting at a meeting of the Board at which a quorum is present. A director may resign from the Board at any time by delivering a written notification of resignation to the President or Secretary of the Corporation, which shall be effective as of the date that such notice is received by the President or Secretary or as of such other date as may be specified in such notice, as applicable.

Section 5.10 Vacancies. Any vacancy occurring in the Board or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 5.11 Compensation. Directors of the Corporation shall not receive compensation for serving as directors, but may, if authorized by the Board, receive reasonable compensation for personal services rendered which are necessary to carry out the exempt purposes of the Corporation. Any engagement of a director to provide services to the

Corporation shall comply with any conflict of interest policy that may be adopted by the Board. In addition, directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters if such reimbursement is not excessive and is authorized by the Board.

Section 5.12 Presumption of Assent. A director who is present at a meeting of the Board at which action is taken on any matter shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent in the manner specified for the giving of notices in Section 5.6 to the Secretary 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 5.13 Informal Action. In accordance with Section 181.0821 of the Wisconsin Statutes, any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by not less than two-thirds (2/3) of all of the directors then serving on the Board, provided all directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by not less than two-thirds (2/3) of all of the directors has the same effect as a vote by such directors taken at a duly convened meeting of the Board at which a quorum is present and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions. If a written action is taken by less than all directors pursuant to this Section 5.13, notice will be provided to all directors of the text of the written consent and of its effective date and time, except that failure to provide such notice does not invalidate the action taken by the written consent. For purposes of this Section, pursuant to section 181.0821(1m) of the Wisconsin Statutes, “in writing” includes a communication that is transmitted or received by electronic means and “signed” includes an electronic signature, as defined in section 181.0103(10p) of the Wisconsin Statutes, as may be amended from time to time. Action by email shall meet the requirements of this Section 5.13.

ARTICLE 6
OFFICERS

Section 6.1 Principal Officers. The principal officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. Such other officers and assistant officers as may be deemed necessary may be appointed by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 6.2 Election and Terms of Office. Officers shall be elected by the Board. Officers shall be elected for two-year terms, or until his or her successor shall have been elected by the Board or until his or her death or until he or she shall resign or shall have been removed as provided in Section 6.3.

Section 6.3 Removal and Resignation. Any officer may be removed from office, either with or without cause, by the affirmative vote of a majority of directors then in office. Removal of an officer shall be without prejudice to the contract rights, if any, of the person so removed, except that election or appointment of a person as an officer shall not of itself create contract rights. An officer may resign at any time by delivering a written resignation to the

President or Secretary of the Corporation, which shall be effective as of the date that such notice is received by the President or Secretary or as of such other date as may be specified in such notice, as applicable.

Section 6.4 Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term or for such other term as the Board considers appropriate.

Section 6.5 President. The President shall in general supervise and control all of the business and affairs of the Corporation, subject to the control of the Board. He or she shall, when present, preside at all meetings of the Board, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 6.6 Vice President. The Vice President shall perform all duties incident to the office of Vice President and such other duties as may be prescribed by the President or Board from time to time.

Section 6.7 Secretary. The Secretary shall: (i) keep any minutes of the Board meetings in one or more books provided for that purpose; (ii) see that all notices are duly given by law; (iii) be custodian of the books and records of the Corporation; and (iv) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board.

Section 6.8 Treasurer. If required by the Board, 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 shall determine. The Treasurer shall (i) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all monies 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 (ii) 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 to the Treasurer by the President or by the Board.

Section 6.9 Other Assistants and Acting Officers. The Board shall have the power to elect 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 elected by the Board 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.

Section 6.10 Duties of Other Officers. Any other officers or assistant officers who may be appointed by the Board, pursuant to Section 6.1 or 6.8, shall perform such duties as may from time to time be assigned to such officer(s) by the Board.

Section 6.11 Compensation. Officers of the Corporation shall not receive compensation for serving as officers but may receive reasonable compensation for services rendered to the Corporation other than in their capacities as officers. In addition, officers may be reimbursed for reasonable expenses incurred in connection with corporate matters in accordance with the Corporation's expense reimbursement policies as may be authorized by the Board from time to time. Any engagement of an officer to provide services to the Corporation shall comply with any conflict of interest policy that may be adopted by the Board from time to time.

ARTICLE 7
COMMITTEES OF THE BOARD OF DIRECTORS

Section 7.1 Committees Generally. The Board may establish standing or temporary committees as it considers appropriate and the President, with confirmation from the Board, shall appoint the members of the committees and name the chairperson. As required under Wisconsin law, each committee shall consist of three (3) or more directors and shall perform such duties and have such responsibilities as are provided in the resolution establishing any such committee, as initially adopted or thereafter supplemented or amended. The Board may elect one or more persons as alternate members of any such committee who may take the place of any absent member or members at any meeting of the committee upon request of the committee's chairperson or other person presiding at such committee meeting. The designation of a committee or committees and the delegation thereto of any Board authority will not operate to relieve the Board, or any member thereof, of any responsibility imposed upon it or him or her by law.

Section 7.2 Advisory Committees and Members. The Board, by resolution, may designate one or more advisory committees to assist it in any capacity as it directs, but such committees shall not have any of the powers of the Board. A member of an advisory committee does not need to be a director.

Section 7.3 Meetings and Actions of Committees. Unless otherwise provided by the Board:

(a) A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of such committee, but if less than such majority is present at a meeting, a majority of the voting members present may adjourn the meeting from time to time without notice.

(b) The act of a majority of the voting members present at a committee meeting at which a quorum is present shall be the act of the committee unless the action of a greater number is required by the resolutions establishing such committee.

(c) Committees shall keep regular minutes of their proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

(d) Committees shall make such reports to the Board of its activities as the Board may request.

ARTICLE 8
CONFLICT OF INTEREST POLICY

The Board shall adopt a conflict of interest policy upon such terms and conditions as the Board from time to time considers appropriate (the "Conflict of Interest Policy"). A copy of the initial Conflict of Interest Policy adopted by the Board and in effect on the date of these bylaws is attached as **Exhibit A**.

ARTICLE 9
CONTRACTS, CHECKS, DEPOSITS, GIFTS AND FINANCIAL SUPPORT

Section 9.1 Contracts. The Board 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. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge the Corporation's credit or to render the Corporation liable monetarily for any purpose or in any amount. In the absence of such determination by the Board, such instruments shall be signed by the President then in office.

Section 9.2 Books and Accounts. The Corporation shall keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board 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 on its own behalf.

Section 9.3 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 is from time to time to be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer then in office.

Section 9.4 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 may select.

Section 9.5 Gifts. 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. The Board or officers may cause donors to be sent acknowledgment letters for each gift.

ARTICLE 10
INDEMNIFICATION

Section 10.1 Mandatory Indemnification. The Corporation shall, to the fullest extent permitted or required by sections 181.0871 to 181.0883, inclusive, of the Wisconsin Nonstock Corporation Law ("Statute"), including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a party because such Director or Officer is a Director or Officer of the Corporation and was acting within the scope of his or her duties as such. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, Board resolution, insurance policy, the Statute or otherwise. All capitalized terms used in this Article 10 and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the Statute.

Section 10.2 Permissive Supplementary Benefits. The Corporation may, but shall not be required to, supplement the right to indemnification set forth in Section 10.1 of these bylaws by purchasing insurance covering any one or more of its Directors, Officers, employees or agents, whether or not the Corporation would be obligated to indemnify or advance Expenses to any such person under Section 10.1, and/or by entering into individual or group indemnification agreements with any one or more of such persons.

Section 10.3 Private Foundation Restrictions. Notwithstanding any other provision of this Article to the contrary, for any time that the Corporation is treated as a “private foundation” under Code Section 509 and taxes are potentially imposable under Code Section 4941, no person shall be entitled to indemnification hereunder if such indemnification or the payment by the Corporation of any monies in connection therewith constitutes, or would constitute, an act of “self-dealing” within the meaning of Code Section 4941. The Corporation shall have the right to rely on a written opinion of independent legal counsel with respect to any determination of “self-dealing” hereunder which shall be binding and conclusive unless a contrary determination shall be made in any administrative or court proceeding and the time for appeal by either party to such proceeding shall have expired. If the Corporation shall have made any payment under this Article prior to a determination that such payment constitutes an act of “self-dealing,” the person to whom or for whose benefit such payment was made shall repay the amount thereof to the Corporation on demand if it should subsequently be determined that such payment constituted an act of “self-dealing.” Nothing herein shall be construed as placing upon the Corporation any obligation to contest, by court or administrative proceedings or otherwise, any assertion that any indemnification or payment pursuant to this Article constitutes an act of self-dealing. This provision is not intended to apply to the Corporation unless, under Code Section 4941, taxes are potentially imposable on acts of self-dealing with the Corporation (*i.e.*, the Corporation is classified as a “private foundation” under Code Section 509).

Section 10.4 Effect of Invalidity. The invalidity or unenforceability of any provision of this Article shall not affect the validity or enforceability of any other provision of this Article or of these bylaws.

ARTICLE 11
AMENDMENTS TO THE BYLAWS

Section 11.1 General. These bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the directors then in office, provided that seven (7) days advance notice of the meeting is given stating the proposed amendment, repeal or new bylaws to be considered.

Section 11.2 Implied Amendments. Any action taken or authorized by the Board in good faith, which would be inconsistent with the bylaws then in effect but is taken or authorized by a 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 authorized or taken.

ARTICLE 12
DISSOLUTION

Upon the consent of the majority of the directors then in office, the Corporation shall be dissolved and its assets distributed as set forth in the Articles of Incorporation.

ARTICLE 13
EXECUTIVE DIRECTOR AND STAFF

The Corporation is authorized, but not required, to employ an Executive Director (or other chief executive officer) and such other persons as it deems necessary. The Executive Director, if any, shall be hired by the Board and the Executive Director's duties, responsibilities and compensation shall be at the discretion of the Board. The Executive Director, if hired, shall oversee the hiring, firing and overall management of the Corporation's office staff. The Executive Director, if any, shall receive notice of and attend all meetings of the Board except during those meetings or parts of meetings when the President or Board determines it is appropriate for the Executive Director to not attend. The Executive Director, if any, may participate in the discussion at Board meetings the Executive Director attends, but the Executive Director shall have no vote.

ARTICLE 14
MISCELLANEOUS

Section 14.1 Exempt Organization Restrictions. Notwithstanding anything herein contained to the contrary, no action shall be required or permitted to be taken under these bylaws or by the officers or directors of this Corporation that would not be permitted to be taken by an organization described in Code Section 501(c)(3). In the event the Corporation is treated as a private foundation under Code Section 509(a) for any tax year and is potentially subject to taxes under Code Sections 4941 through 4945, inclusive, (the "Private Foundation Taxes"), then notwithstanding anything in these bylaws, no action shall be required or permitted to be taken under these bylaws or by the officers or directors of the Corporation that would result in the imposition of Private Foundation Taxes.

Section 14.2 Internal Revenue Code. All references to sections of the "Internal Revenue Code" or the "Code" shall be considered to be references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any similar law subsequently enacted, and to all regulations issued under such sections and provisions.

Section 14.3 Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the Chapter 181 of the Wisconsin Statutes, or any successor thereto, or under the provisions of the Articles of Incorporation or the bylaws of the 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. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 14.4 Fiscal Year. The fiscal year of the Corporation shall be as determined by the Board, with the initial fiscal year selected as the calendar year.

Section 14.5 Interpretation. When the context in which words are used in these bylaws indicates that such is the intent, words in the masculine shall include the feminine and neuter and vice versa.

Section 14.6 Wisconsin Nonstock Corporation. These bylaws are intended to be consistent with, and shall be construed under, the laws of the State of Wisconsin, including Chapter 181 of the Wisconsin Statutes.

Section 14.7 Effect of Invalidity. The invalidity or unenforceability of any provision of these bylaws shall not affect the validity or enforceability of any other provision of these bylaws.

Article 15
LIBRARY LEGACY FUND
Amended June 15, 2026

Section 15.1 Purpose of the Library Legacy Fund. The Library Legacy Fund is established as a donor-restricted fund to support the long-term preservation, functionality, and sustainability of the library and community center building. The Fund exists to help ensure that future generations are not burdened by the cost of significant capital repairs and improvements, and to uphold the original investment made in constructing the facility.

Section 15.2 Stewardship. The Friends of the Library shall retain legal ownership and fiduciary responsibility for the Library Legacy Fund, which is held at the Community Foundation for the Fox Valley Region in accordance with the Community Foundation's governing policies and applicable law. This fund is referred to as our Reserve Account at the Community Foundation. Disbursements shall be made solely for the benefit of the library facility in Fremont, and only in accordance with this Article, donor intent, and the Community Foundation's applicable spending policy.

Section 15.3 Permitted Uses. Disbursements from the Fund shall be limited exclusively to major capital repairs, replacements, and improvements that materially extend the useful life, safety, accessibility, energy efficiency, or functionality of the building and its core systems. Eligible expenditures may include, but are not limited to:

- Roof replacement or major repair
- Heating, ventilation, and air conditioning (HVAC) system replacement or major repair
- Flooring replacement
- Structural repairs
- Accessibility improvements
- Energy infrastructure or other long-term building system upgrades
- Expansion to meet the needs of the facility

All expenditures must be consistent with long-term capital investment.

Section 15.4 Prohibited Uses. Under no circumstances shall the Fund be used for routine maintenance or operational expenses, including but not limited to cleaning, snow removal, lawn care, utilities, custodial services, minor repairs, salaries, programming, administrative costs, or any expense that should be reasonably anticipated within the annual operating budget. The Fund shall not be used to cover short-term budget gaps, deficits, or financial emergencies unrelated to major capital needs.

Section 15.5 Long-Term Growth Objective. The Fund shall be managed with the intention of long-term growth to meet anticipated future capital needs, with a target goal established by the Board of Directors from time to time. Any illustrative target, including the goal of $1,000,000 within 20-25 years, is aspirational and shall not create a binding obligation to achieve that amount. While the Fund is aimed at long-term investment, funds may be used in the short term for building needs or expansion as long as the distribution honors donor intent.

Section 15.6 Disbursement Approval. Any disbursement from the Fund must be approved by a majority of the Board of Directors. The Board shall document how each approved expenditure meets the criteria outlined in this Article and aligns with the Fund's stated purpose.

Section 15.7 Donor Intent. All contributions to the Library Legacy Fund are intended to support major capital repairs, replacements, and improvements that sustain the long-term viability of the library and community center facility. The Board of Directors has a fiduciary responsibility to honor this intent and shall make all reasonable efforts to preserve the Fund for its stated purpose.

However, the Board also recognizes that community needs, economic conditions, and operational realities may change over time in ways that cannot be fully anticipated.

Accordingly, if circumstances change in a way that makes the original restriction impracticable, wasteful, unlawful, or materially inconsistent with the charitable purpose, the Board may consider modification only after consultation with the full membership of the Friends, and only in a manner that is as close as possible to the original donor intent. Any such modification shall require approval by a Board majority and shall be documented in writing, including the rationale and expected impact.

This section is intended to preserve donor intent while allowing adaptation if future legal, financial, or operational conditions require it.