

**BY-LAWS OF
THE FRIENDS OF THE MIDDLETON PUBLIC LIBRARY
MIDDLETON, WISCONSIN**

ARTICLE I. NAME

The name of the association shall be the Friends of the Middleton Public Library ("Friends").

ARTICLE II. PURPOSE

The purpose of the Friends shall be to promote and improve library services, materials, and facilities for the Middleton Public Library ("Library"); to stimulate and encourage gifts and bequests to the Library; to recruit, support and recognize any volunteer whose aim it is to strengthen the Library programs.; and to encourage the broadest possible use of its facilities, materials, and services.

ARTICLE III. MEMBERSHIP

Section 1. Member Qualifications.

Membership in the Friends shall be open to all persons or organizations who are interested in its purpose.

Section 2. Membership Classes and Dues.

There shall be the following classes of memberships:

Student
Individual
Household
Business
Contributing

The Board may add, delete, or consolidate these classifications as necessary from time to time. Dues for each category shall be established by a majority vote of the membership present at the Friends' annual meeting and shall remain in effect until changed by a membership vote.

Dues shall be payable at any time throughout the year and memberships are valid for the calendar year in which they are paid or for the calendar year so designated by the member.

Section 3. Member Voting Rights.

All members, regardless of classification, shall have equal rights. Each member shall have one vote on each matter submitted to vote at a meeting of the membership. A member must attend a meeting to vote; there shall be no vote by proxy.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Board Composition - Voting Members.

Four officers plus up to seven at-large representatives shall constitute the Board of Directors of the Friends ("Board"). The four officers shall be a President, Vice President, Secretary, and Treasurer. The at-large members of the Board shall include a representative of the volunteers who sort books and operate the Friends' book sales.

There will be one Library Representative , one member of the Library staff selected by the Library Director.

Each officer and “at large” member of the Board will be entitled to one vote on matters that come before the Board. A Director must be present to vote; there shall be no vote by proxy.

Section 2. Board Composition - Non-Voting Members

The Director of the Library shall serve as an ex-officio non-voting member of the Board.
There will be one Library Representative to serve as a non-voting member of the Board

Section 3. Authority and Quorum.

The Board shall have the power to conduct the affairs of the Friends. A simple majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. 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.

Section 4. Director Election and Term of Office.

All Directors shall be elected annually by the members and shall serve until the next annual meeting of the Board and until their successors are elected and qualified. Any vacancy on the Board may be filled by the Board until the next annual meeting.

Section 5. Notice and Meetings of the Board.

The Board shall meet as required for the transaction of Friends' business, but not less than three times a year. Regular meetings of the Board may be held without notice at such regular times and at such place as the Board of Directors or the President may designate.

Section 6. Informal Action.

Any action required to 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 is signed by all Directors entitled to vote on the matter. Any such consent signed by all Directors shall have the same effect as a unanimous vote at a meeting. "In writing" includes a communication that is transmitted or received by electronic means and "signed" includes an electronic signature.

ARTICLE V. OFFICERS

Section 1. Officers of the Board of Directors

The officers of the Board shall be a President, Vice-President, Secretary, and Treasurer.

Section 2. Election of Officers

A Nominating Committee, appointed by the President, shall submit a slate of candidates for election as officers of the Friends at the annual meeting. Nominations may also be made from the floor at the annual meeting.

Officers shall be elected at the annual meeting by a majority of the Friends' members present and voting. Officers shall take office immediately following the annual meeting and shall serve until the next annual meeting of the members and until their successors have been duly qualified and elected.

Section 3. Vacancies

Vacancies in any of the officer positions may be filled by appointment by the Board of the Friends until the next regular election.

ARTICLE VI. MEMBERSHIP MEETINGS

Section 1. Annual Membership Meeting.

The meetings of the Friends shall consist of an annual membership meeting to be held in the spring of each year at such time and place as determined by the President. The business to be

transacted at the Annual Meeting shall consist of the election of officers and Directors, the submission of annual reports, and the transaction of such other business as may come before the membership.

Section 2. Other Meetings of the Members.

Additional meetings may be called by the President or by a majority vote of the Board of Directors.

Section 3. Quorum and Manner of Acting.

Six members shall constitute a quorum for the transaction of business at any membership meeting. A majority of the votes of such members present shall be necessary for any action of the members at such a meeting.

Section 4. Notice of Meetings.

Notice of any meetings of the members of the Friends shall be given to each member by regular mail at the address of such members as shown in the records of the Friends. Notice shall be deemed to be given when publicized in the Friends' newsletter and mailed to the address of record. Final notice shall be given not more than sixty (60) nor fewer than seven (7) days before such meeting. The notice of any special meeting shall generally state the agenda of business to be transacted at such meeting.

ARTICLE VII. FUNDS

All Friends' funds shall be deposited to an account established by the Board for the use of the Friends and funds shall be dispersed by the Treasurer as authorized by the Board. The Friends' accounts may be subject to periodic audits to be conducted by at least three Directors appointed by the President.

ARTICLE VIII. AMENDMENTS

These bylaws may be amended by a majority vote at any meeting of the Friends' membership, provided that notice of the proposed amendment has been given to all members at least one week before the meeting.

ARTICLE IX. PARLIAMENTARY PROCEDURE

Robert's Rules of Order, revised, shall govern the proceedings of the Friends' membership and Friends' Board.

Adopted October 24, 1973

Amended April 1, 1983

Amended April 29, 1987

Amended October 5, 1992

Amended April 21, 2001

Adopted May 13, 2006

Amended December, 2016