

RED: = areas to delete

BLUE: = areas to add

**SUN PRAIRIE PUBLIC LIBRARY
BYLAWS OF FRIENDS OF THE SUN PRAIRIE PUBLIC LIBRARY, INC.**

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ARTICLE I: IDENTIFICATION

Section 1.1 Name. The Corporation's name is Friends of the Sun Prairie Public Library, Inc. (the "Corporation").

Section 1.2 Registered Agent and Office. The Corporation's registered agent shall be selected by the Board of Directors. The address of the Corporation's registered office shall be identical to the address of the President's mailbox in the Sun Prairie Public Library. When a registered agent is named, the Board of Directors shall cause filing to be made with the ~~Secretary of State~~ Department of Financial Institutions of the State of Wisconsin that will provide notice of changes in the Corporation's registered agent and registered office.

Section 1.3 Place of Keeping Corporation Records. The records and documents required by law to be kept by the Corporation permanently shall be kept ~~by the Secretary of the Corporation~~ within the Sun Prairie Public Library. ~~This includes but is not limited to board meeting minutes and reports, financial records and membership records.~~

ARTICLE II: PURPOSES

The purpose of the Corporation shall be to maintain an association of persons interested in ~~supporting~~ the Sun Prairie Public Library, i.e. ~~protecting the freedom to read, promoting volunteerism and fund raising.~~

ARTICLE III: GOALS

~~The primary source of funds raised will be through operation of a used book/gift/media/cafe store within the Library. These funds are used to finance specific items requested by the Library Director in a budget request list presented to the Friends' membership at their annual meeting. The financial~~

objective of the Friends is to utilize the majority (50% or more) of its revenue in meeting the Library's annual budget request.

The goals of the Corporation include the following:

~~(1) Planning and implementing programs to promote library resources and services such as author presentations and reading activities and an open house during National Library Week and Children's Book Week activities.~~

- (1) Raising funds for short-term needs of the Library (12 months or less)
 - a) Programs to promote Library resources and services which are planned, and implemented by Library staff
 - b) Non-programming funding requests for "seed money" to introduce new collections, technology and/or innovative initiatives requested by Library staff. These funds are not used for operating costs or additions to the collection except for "seed money".

- (2) Raising funds for special purposes - longer term needs of the Library (12 months or greater).
~~—, such as a new or expanded building, carpeting,~~
~~—furnishings, audiovisual equipment, microcomputers,~~
~~—CDs, software, books on tape, and encouraging gifts,~~
~~—endowments and bequests to the library.~~
 - a) Setting monies aside for art
 - b) Larger items specifically requested by the Library and paid directly to the Library
 - c) Funds specifically requested by the Library to be paid to the Foundation for long-term needs as part of the annual budget process (including participating in Foundation events).

The Friends' Board manages and invests funds which they accrue through their activities prior to disbursement to the Library. Funds may be invested in accounts with maturities of twelve (12) months or less unless the term of the project exceeds twelve (12) months. In these rare instances, the Friends' Board can use its discretion to invest the funds to match the term length of the project. For example, if there is an art fund that will not be used for five (5) years or more, the Board could decide to invest in Certificate of Deposits with a maturity of sixty (60) months or less to get the best return on the Friends' investment.

- (3) Providing volunteers for Library projects.
- (4) Protecting individuals' freedom to read.
- (5) Promoting community awareness of the Library and Library events.

ARTICLE IV: MEMBERSHIP

Section 4.1 Classes of Membership. The Corporation will have the following classes of members:

- (1) Individual
- (2) Family/Household
- (3) Sponsor
- (4) Patron
- (5) Benefactor
- (6) Lifetime

The Corporation sets forth the various classes of membership to recognize differences in circumstances and the ability to pay. A "family/household" membership shall be offered to all members of a household that live in the same residence. Individuals or groups that wish to provide extraordinary

financial support to the Corporation shall be recognized by receiving Sponsor, Patron, Benefactor or ~~Benefactor~~Lifetime memberships.

Section 4.2 Membership Fees. The members shall set the membership fees for each membership class by vote. The Board may, in its discretion, waive membership fees in extraordinary circumstances. Upon payment of the applicable membership fee (or waiver of such fee) and the completion of any membership application prepared by the Board of Directors, the individual, family/household or sponsor applicant shall become a member (or members) of the Corporation.

~~**Section 4.3 Voting Rights.** All members shall be entitled to one vote on all matters concerning the Corporation, regardless of the member's class of membership. Each member of a family/household shall have a vote, including minors.~~

ARTICLE VIII: ANNUAL MEETING

The Corporation shall hold its annual meeting during the second week of November. The directors of the Corporation shall determine the exact date and time of the meeting and the site of the meeting, which site shall be in Dane County, Wisconsin. All members shall receive notice of said meeting by mail or email ~~or personal delivery~~.

ARTICLE VI: VOTING/MEMBERS' MEETINGS

Section 6.1 Quorum. A quorum shall be present at any ~~members'~~ meeting in which five percent (5%) or more of the members are in attendance. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting ~~from time to time~~ without further notice to the members.

Section 6.2 Notice. Members shall receive notice of all ~~members'~~ meetings by ~~personal delivery~~ email at least forty-eight (48) hours prior to such meeting, or by mailing of a

notice at least seven (7) days prior to the date of the meeting: The notice shall contain the date, time, place and agenda for the meeting.

Section 6.3 Voting by Members. Each member and each family/household member shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the members.

Section 6.4 Proxy. At meetings of the membership a member entitled to vote may vote in person or by proxy appointed in writing by the member or by his or her duly authorized attorney-in-fact. A proxy appointment shall become effective when received by the Secretary or other officer ~~or agent~~ of the Corporation authorized to tabulate votes. A proxy appointment shall be limited to only one meeting, unless otherwise provided in the [proxy](#) appointment form. The Board of Directors shall have the power and authority to make rules establishing presumptions as to the validity and sufficiency of the proxy appointments.

Section 6.5 Actions by Members. Except as otherwise provided under Wisconsin law or these Bylaws, the act of a majority of members present at a meeting at which a quorum is present shall be the act of the membership.

ARTICLE VII: DIRECTORS

Section 7.1 General Powers. Business and property of the Corporation shall be managed and controlled by the Board of Directors.

Section 7.2 Number of Directors, Automatic Appointment, Elections, Term of Office. The number of directors constituting the entire Board of Directors shall be [at least](#) nine (9) [but not more than thirteen \(13\)](#) voting and one (1) ex-officio, with a representative of the Sun Prairie Public Library as an ex-officio [representative](#) ~~director~~. Directors,

except the ex-officio **representative director**, will be elected at the annual meeting. ~~At the first board meeting after the 2008 Annual Meeting, the directors shall select four (4) members to serve three-year terms, two (2) members for two-year terms and three (3) members for one-year terms. After the 2008 annual meeting, e~~Each director, ~~except the ex-officio director,~~ shall be elected for three years or until said director is replaced, removed or resigns. If a vacancy on the Board occurs prior to the annual meeting, the remaining directors may select a replacement director, who shall serve until the next annual meeting at which time a replacement shall be elected to serve for the remainder of the term. Directors may be re-elected for **an additional three (3) year term. a maximum of six years, not including service prior to the 2008 annual meeting.** For example, a director appointed to fill a term may then be elected to serve up to two (2) consecutive three (3) year terms.

Section 7.3 Resignation. Any director may resign at any time by giving a written notice of such resignation to the President or the Secretary. **The resignation shall take effect on the date of receipt of the notice or at any later time specified in the notice unless otherwise directed by the Board. The acceptance of the resignation shall not be necessary to make it effective.**

Section 7.4 Removal. A director may be removed from office at the annual meeting of the Corporation, or at any special **members'** meeting called for that purpose, by a majority vote of the members at a meeting at which a quorum is present.

Section 7.5 Meetings. Meetings of the Board shall be called by the President or any two (2) directors. **Any business may be transacted at any Board meeting.**

Section 7.6 Notice. Notice of all Board meetings, except as otherwise provided in these Bylaws, shall be given and shall be deemed delivered by email to the last known email address at

least ~~two (2)~~ three (3) days before the meeting or be available to be picked up in the Library, ~~deposit in the U.S. Mails addressed to the last known business or residence address of the director,~~ at least three (3) days before the meeting, ~~or by personal delivery at least two (2) days before the meeting. Any business may be transacted at any board meeting.~~

Section 7.7 Waiver of Notice. Whenever notice of a meeting of the Board is required to be given, waiver in writing signed at any time by the person or persons entitled to such notice shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the waiver of notice. Attendance of a director at a meeting of the Board shall constitute a waiver of notice of such meeting, except where a director attends the meeting and objects as to the transaction of any business because the meeting is not lawfully called or convened.

Section 7.8 Quorum. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, a majority of the number of seated directors shall constitute a quorum for the transaction of business at a meeting of the Board and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute or by these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting ~~from time to time~~ without further notice to any absent director.

Section 7.9 Compensation. Directors shall receive no compensation for their normal work on behalf of the Board. ~~services in that role. The board shall have power in its discretion to contract for and to pay to directors rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services.~~ A director may be reimbursed for actual expenses incurred in the performance of his or her duties.

Section 7.10 Presumption of Assent. A director who is present at a meeting of the Board or committee at which action on a corporate matter is taken shall be presumed to have assented to the action taken unless a dissent shall be entered in the minutes of the meeting, or unless the director files a written dissent to the action with the person acting as the Secretary of the meeting before its adjournment or forwards such dissent by registered mail to the Secretary of the Corporation ~~immediately~~ postmarked within twenty-four (24) hours after the adjournment of the meeting. Such right of dissent shall not apply to a director who voted in favor of such action.

Section 7.11 Informal Action Without Meeting. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board at a meeting or by resolution may be taken without a meeting by electronic communication including emails, setting forth the action so taken, if it is agreed to by a majority of all directors then in office.

ARTICLE VIII: OFFICERS

Section 58.1 Elections. Officers shall be elected at the first Board of Directors meeting following the annual meeting of the members, as provided in this Article V.

Section 58.2 Number and Titles. The Corporation's principal officers shall be a President, a Vice President, a Secretary, a Treasurer and an Assistant Treasurer. One person may not simultaneously hold more than one office.

Section 58.3 Officers.

(1) President. The President shall preside at all meetings of the Board of Directors and of the members; see that orders and resolutions of the Board of Directors and members are carried out; superintend and manage the

Corporation, and perform all functions of a general manager of the Corporation. The President has the authority to sign, execute and deliver in the Corporation's name all instruments necessary or advisable in the Corporation's normal business. The President shall appoint committees and act as an ex-officio member of all committees.

(2) Vice President. The Vice President shall act in the place of the President in the event the President's absence, inability or refusal to act, and shall exercise and discharge any other duties as may be required by the Board of Directors. ~~The Vice President shall succeed to the office of President at the end of the President's service.~~

(3) Secretary. The Secretary shall record attendance and record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate records showing the members of the Corporation, their addresses and telephone numbers, and perform⁷ any other duties as required by the Board. The Secretary may delegate any of these duties. The Secretary shall send minutes to the Library Board.

(4) Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and disburse funds as directed by resolution of the Board of Directors or members; keep a proper book of account; provide a financial report to each annual meeting of the members (and as required by the Board of Directors) and sign all checks drawn on Corporation bank accounts.

(5) Assistant Treasurer. The Assistant Treasurer shall assist the Treasurer in all duties of the office, shall act as Treasurer in the absence of the Treasurer, ~~member-at-large on the Friends of the Sun Prairie Public Library Board of Directors,~~ and perform such other duties as the

~~Treasurer or~~ Board of Directors may designate. ~~The term of the office shall be one year or until regularly elected successor takes office.~~

Section 58.4 Terms. Following each annual meeting, the officers of the Corporation shall be elected, to serve one-year terms. No person shall hold the same office more than three consecutive terms, ~~not including service prior to the 2008 annual meeting.~~

Section 58.5 Compensation. No officer shall receive compensation for any service he or she may render to the Corporation as an officer **in the normal course of their duties.** An officer may be reimbursed for actual expenses incurred in the performance of his or her duties.

Section 58.6 Resignation and Removal. Any officer may be removed from office without cause by a vote of three-fourths (3/4) of the members at any meeting at which a quorum is present and notice has been provided members pursuant to section 6.2. Any officer may resign at any time by giving written notice to ~~the board,~~ the President or the Secretary. The resignation shall take effect on the date of receipt of the notice or at any later time specified in the notice unless otherwise ~~specified,~~ **directed by the Board.** ~~The~~ acceptance of the resignation shall not be necessary to make it effective.

Section 58.7 Vacancies. A vacancy in any office may be filled by the Board of Directors. The officer selected to fill the vacancy shall serve for the remainder of the term of the officer he or she replaces **(as described in Section 8.4).**

ARTICLE IX: SEAL

The Corporation shall not have a corporate seal, and in its place there shall be affixed, whenever appropriate, a statement or notation to the effect that the Corporation has no seal.

ARTICLE XI: AMENDMENTS

The Board of Directors and/or the members shall have the power to make, alter, amend and repeal the Bylaws of the Corporation by a vote of two-thirds (2/3) of the directors or members at any meeting of the Board of Directors or the membership, respectively, at which a quorum is present; provided, however, ~~;~~ that the directors may not amend or repeal a Bylaw adopted by the members. ~~A~~ and any Bylaw adopted by the directors may be amended or repealed by the members. The Secretary shall submit all proposed amendments to the membership at least two (2) days in advance of the meeting at which they will be considered. Amendments to the Bylaws adopted by the membership shall become effective immediately upon adoption or as directed by the membership.

ARTICLE XI: FISCAL YEAR

The fiscal year of the Corporation shall be from January 1 through December 31 and may be changed from time to time by resolution of the Board of Directors.

ARTICLE XII: FINANCE

Section 12.1 All funds of the Corporation shall be deposited in a financial institution designated by the Board of Directors and shall be withdrawn only upon the check of the Corporation signed by the Treasurer or Assistant Treasurer as well as ~~and~~ an authorized ~~signer~~~~board member~~. In addition, the Board may authorize debit cards for Corporation needs.

Section 12.2 Bonding of Officers, Directors, and Board Members will be maintained and/or renewed in a timely manner.

ARTICLE XIII: PARLIAMENTARY PROCEDURE

The Standard Code of Parliamentary Procedure, when not in conflict with the Bylaws, shall govern the proceedings of the Corporation.

ARTICLE XIV: REVIEW OF BYLAWS

It is the duty of the Board to review these Bylaws annually and present any necessary updates to the membership for approval.

ARTICLE XV~~II~~III: DISSOLUTION

Section ~~13~~15.1 The membership may vote to dissolve the Corporation by vote of three-fourths (3/4) of the membership at any meeting at which a quorum is present and for which notice has been given pursuant to Section 6.2 above.

Section ~~13~~15.2 Upon dissolution of the Corporation, the Corporation's assets, after payment of outstanding debts, will be contributed to the Sun Prairie Public Library, or its successor.

APPROVED:

October 12, 1995

Amended: November 13, 2006

Amended: November 11, 2008

Amended: November 9, 2009

Amended: November 8, 2010

Amended: November 11, 2013

Amended: November 14, 2016

Amended: November 12, 2018

Amended: November 11, 2019