

WISCONSIN VALLEY LIBRARY SERVICE

BOARD OF TRUSTEES

BY-LAWS

Article I Identification

Section 1. This organization is the Board of Trustees of the Wisconsin Valley Library Service (WVLS), established according to the provisions of Chapter 43 of the Wisconsin Statutes, and exercising the powers and assuming the duties granted to it under said statute.

Article II Membership

Section 1. Appointments and Terms of Office. Appointments and terms of office are as provided by the relevant subsections of Wisconsin Statutes Section 43.17.

Section 2. Meeting Attendance. Members are expected to attend all meetings except as they are prevented by a valid reason.

Article III Officers

Section 1. The officers will be a president, a vice president, and a treasurer elected from among the appointed trustees at the annual meeting of the Board. No member will hold more than one (1) office at a time. Vacancies in office will be filled by vote at the next regular meeting of the Board after the vacancy occurs. Officers whose terms do not expire at the end of the year shall be temporarily appointed until the election of officers held during the first meeting of the new year; other members will be temporarily appointed to fill the terms of those officers whose terms do expire, and the agenda of the November meeting will include notice of this designation.

Section 2. Officers will serve a term of one (1) year from the annual meeting at which they are elected and until their successors are duly elected .

Section 3. The president will preside at meetings of the Board and/or Executive Committee, authorize calls for special meetings, appoint all committees, execute all documents authorized by the Board, serve as ex-officio voting member of all committees except the Nominating Committee, and generally perform all duties associated with the office of president.

Section 4. The vice president, in the event of the absence or disability of the president, or of a vacancy in that office, will assume and perform the duties and functions of the president.

Section 5. The treasurer or treasurer's designee will co-sign all checks drawn on funds held by the system, sign all vouchers for disbursements from the system fund, and perform such duties as generally incumbent upon the office. The treasurer will be bonded in an amount as may be

required by a resolution of the Board, and not less than the value of any property held by him or her. The treasurer will make monthly reports to the Board showing in detail the amount and investment of, and income and disbursements from, the funds in his/her charge.

Article IV Meetings

Section 1. Regular Meetings. The regular meetings will be held six (6) times a year with the dates and times to be set by the Board at its annual meeting. The regular meetings may be held in a physical location and conducted electronically.

Section 2. Electronic Meetings. Members, not present in person, will have the right to participate by electronic means. The technology used will allow for roll call and interactive dialogue, and permit members of the general public and the WVLS membership to participate. A physical location where the public can convene to listen to the electronic meeting, and provide comment where appropriate, will be identified and provided for all electronic meetings.

Section 3. Annual Meeting. The annual meeting, which will be for the purpose of the election of officers, shall be held at the time of the regular meeting in February of each year.

Section 4. Agendas and Notices. Meeting agendas and notices will indicate the time, date, and place of the meeting; describe how to participate electronically, including type of equipment or software required for participation and contingencies for technical difficulties or malfunctions; and indicate all subject matters intended for consideration at the meeting.

Section 5. Minutes. Minutes of all meetings will, at a minimum, indicate board members physically present and those present via electronic means, all items of business, and motions (except those that were withdrawn), and the result of all votes taken. A list of current board minutes will be posted on the WVLS website.

Section 6. Special Meetings. Special meetings may be called at the direction of the president and will be called at the written request of three (3) members, for the transaction of business as stated in the call for the meeting. Except in cases of emergency, at least twenty-four (24) hour notice will be given. In no case may less than two (2) hour notice be given.

Section 7. Meeting Format. A quorum of the Board must be present, either in person or electronically, to conduct business at a board meeting.

Section 8. Quorum. A quorum for the transaction of business at any meeting must consist of fifty-one percent (51%) or eight (8) members of the Board attending the meeting.

Section 9. Open Meetings Law Compliance. All Board meetings and all committee meetings must comply with Wisconsin's open meetings law (Wisconsin Statutes sections 19.81 to 19.98).

Section 10. Parliamentary Authority. The rules contained in *Roberts' Rules of Order*, latest revised edition, will govern the parliamentary procedure of the meetings, in all cases in which they are not inconsistent with these by-laws and any statutes applicable to this Board.

Article V Committees

Section 1. Executive Committee. The Executive Committee will provide a forum for the in-depth discussion of library- and WVLS-related issues. To ensure representation of all member counties in WVLS decision-making, the Executive Committee may only routinely act on matters specifically assigned to the Executive Committee by the Board or on matters deemed by the Executive Committee to require a decision prior to the next scheduled Board meeting. Such decisions shall be recorded in the minutes and reported at the next Board meeting.

Section 2. Nominating Committee. A Nominating Committee consisting of three (3) members of the Board will be appointed by the president two (2) months prior to the annual meeting and shall present a slate of officers and Executive Committee members at the annual meeting. Additional nominations may be made from the floor at that time.

Section 3. Ad Hoc Committees. Ad hoc committees for the study of special issues will be appointed by the president, with the approval of the Board, to serve until the final report of the work for which they were appointed has been filed. These committees may also include staff and public representatives, as well as outside experts.

Section 4. No committee shall have other than advisory powers.

Article VI Duties of the Board of Trustees

Section 1. Legal responsibility for the operation of WVLS is vested in the Board of Trustees. Subject to state and federal law, the Board has the power and duty to determine rules and regulations governing system operations and services.

Section 2. The Board will select, appoint, and supervise a properly certified and competent system director, and determine the duties and compensation of all system employees.

Section 3. The Board will approve the budget and make sure that adequate funds are provided to finance the approved budget.

Section 4. The Board will have exclusive control of the expenditure of all moneys collected, donated, or appropriated for the system fund and shall audit and approve all system expenditures.

Section 5. The Board will study and support legislation that will bring about the greatest good to the greatest number of system users.

Section 6. The Board will cooperate with other public officials and boards and maintain vital public relations.

Section 7. The Board will approve and submit the required annual report to the Division for Libraries and Technology.

**Article VII
System Director**

Section 1. The system director will be appointed by the Board of Trustees and will be responsible to the Board. The system director will be considered the executive officer of the system under the direction and review of the Board, and subject to the policies established by the Board. The director will act as technical advisor to the Board. The director will be invited to attend all Board and Executive Committee meetings (but may be excused from closed sessions) and will have no vote. The director will also perform such other duties as the Board or the Executive Committee may, from time to time, assign.

**Article VIII
Conflict of Interest**

Section 1. Board members must not in their private capacity negotiate, bid for, or enter into a contract with WVLS in which they have a direct or indirect financial interest.

Section 2. A board member must withdraw from Board discussion, deliberation, and vote on any matter in which the Board member, an immediate family member, or an organization with which the Board member is associated has a substantial financial interest.

Section 3. A board member must not receive anything of value that could reasonably be expected to influence his or her vote or other official action.

**Article IX
General**

Section 1. An affirmative vote of the majority of all members of the Board present at the time ~~shall be~~ is necessary to approve any action before the Board. The president may vote upon and may move or second a proposal before the Board.

Section 2. Any rule or resolution of the Board, whether contained in these by-laws or otherwise, may be suspended temporarily in connection with business at hand, but such suspension, to be valid, may be taken only at a meeting at which two-thirds (2/3) or ten (10) of the members of the Board are present and two-thirds (2/3) of those present so approve.

Section 3. These by-laws may be amended at any regular meeting of the Board by majority vote of all members of the Board, provided notice of the proposed amendment be shared with all members at least ten (10) days prior to the meeting at which such action is proposed to be taken.

Adopted by the Board of Trustees of the Wisconsin Valley Library Service on the 16th day of September 2017.

Adopted by the Board of Trustees of the Wisconsin Valley Library Service on the 19th day of February 2022.