

Wauwatosa Public Library Board of Trustees Bylaws

Article I Identification

This organization is the Board of Trustees of the Wauwatosa Public Library, located in Wauwatosa, Wisconsin, established by the Wisconsin municipality of Wauwatosa, 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 Sections 43.54. The Board shall consist of nine members. One member shall be a school district administrator, or the administrator's representative. Appointments shall be made by the Mayor, subject to the confirmation of the Common Council, and members shall serve staggered three-year terms.

Section 2. Meeting Attendance. Members shall be expected to attend all meetings, and shall notify the Library Director in advance if unable to attend any meeting.

Article III Officers

Section 1. The officers shall be a president, a vice president, and a treasurer, elected from among the appointed trustees at the annual meeting of the Board. No member shall hold more than one office at a time. No member shall be eligible to serve more than two consecutive terms in the same office. Vacancies in office shall be filled by vote at the next regular meeting of the Board after the vacancy occurs.

Section 2. A nominating committee shall be appointed by the president one month prior to the annual meeting and shall present a slate of officers at the annual meeting. Additional nominations may be made from the floor at that time.

Section 3. Officers shall serve a term of one year from the annual meeting at which they are elected and until their successors are duly elected.

Section 4. The president shall preside at meetings of the Board, authorize calls for special meetings, appoint all committees, execute all documents authorized by the Board, serve as a voting member of all committees except the nominating committee, sign all checks drawn on funds held by the library in the absence of the treasurer, sign all vouchers for disbursements from the library fund in the absence of the treasurer, and generally perform all duties associated with the office of president.

Section 5. The vice president, in the event of the absence or disability of the president, or of a vacancy in that office, shall assume and perform the duties and functions of the president.

Section 6. The treasurer shall sign all checks drawn on funds held by the library, sign all vouchers for disbursements from the library fund, and perform such duties as generally devolve upon the office.

Section 7. The library director, or his or her designee, shall keep true and accurate minutes of all meetings of the Board, shall issue notice of all regular and special meetings, and shall perform such other duties as are generally associated with the office of secretary. (See Article VII)

Article IV Meetings

Section 1. Regular Meetings. The regular meetings shall be held each month, the date and hour to be set by the Board at its annual meeting.

Section 2. Annual Meeting. The annual meeting, which shall be for the purpose of the election of officers, shall be held at the time of the regular meeting in July of each year.

Section 3. Agendas and Notices. Meeting agendas and notices shall indicate the time, date, and place of the meeting and indicate all subject matters intended for consideration at the meeting.

Section 4. Minutes. Minutes of all meetings shall, at a minimum, indicate board members present, all items of business, all motions (except those that were withdrawn), and the result of all votes taken.

Section 5. Special Meetings. Special meetings may be called at the direction of the president, and shall be called at the written request of three members, for the transaction of business as stated in the call for the meeting. Except in cases of emergency, at least 48 hours notice shall be given. In no case may less than six hours notice be given.

Section 6. Quorum. A quorum for the transaction of business at any meeting shall consist of five members of the Board present in person.

Section 7. Open Meetings Law Compliance. All Board meetings and all committee meetings shall be held in compliance with Wisconsin's open meetings law (Wisconsin Statutes Sections 19.81 to 19.98).

Section 8. Parliamentary Authority. The rules contained in *Robert's Rules of Order*, latest revised edition, and in particular the Procedure in Small Boards, shall govern the parliamentary procedure of the meetings, in all cases in which they are not inconsistent with these bylaws and any statutes applicable to this Board.

Article V Committees

Section 1. Standing Committees. The following committees: Finance and Personnel, shall be appointed by the president promptly after the annual meeting and shall make recommendations to the Board as pertinent to Board meeting agenda items.

Section 2. Finance Committee. It shall be the duty of the Finance Committee to review the Director's proposed annual budget and present recommended changes to the Board of Trustees for their approval.

Section 3. Personnel Committee. It shall be the duty of the Personnel Committee to review salaries, classification of positions and the evaluation of the Director and present recommendations to the Board of

Trustees for their approval.

Section 4. Nominating Committee. (See Article III, Section 2.)

Section 5. Ad Hoc Committees. Ad hoc committees for the study of special issues shall 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 6. No committee shall have other than advisory powers.

Article VI Duties of the Board of Trustees

Section 1. Legal responsibility for the operation of the Wauwatosa Public Library 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 library operations and services.

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

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

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

Section 5. The Board shall supervise and maintain buildings and grounds, as well as regularly review various physical and building needs to see that they meet the requirements of the total library program.

Section 6. The Board shall study and support legislation that will bring about the greatest good to the greatest number of library users.

Section 7. The Board shall cooperate with other public officials and boards and maintain vital public relations.

Section 8. The Board shall approve and submit the required annual report to the Division for Libraries, Technology, and Community Learning, and the Wauwatosa city council.

Article VII Library Director

The library director shall be appointed by the Board of Trustees and shall be responsible to the Board. The library director shall be considered the executive officer of the library under the direction and review of the Board, and subject to the policies established by the Board. The director shall act as technical advisor to the Board. The director shall be invited to attend all Board meetings (but may be excused from closed sessions) and shall have no vote.

Article VIII Conflict of Interest

Section 1. Board members shall act in accordance with the provisions of the relevant subsections of Wisconsin Statutes Sections 19.59 and Chapter 2.05 of the Wauwatosa Municipal Code.

Section 2. Board members may not in their private capacity negotiate, bid for, or enter into a contract with the Wauwatosa Public Library in which they have a direct or indirect financial interest.

Section 3. A board member shall 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 4. A board member may 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 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 bylaws 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 not less than two-thirds of the members of the Board are present and two-thirds of those present so approve.

Section 3. These bylaws may be amended at any regular meeting of the Board by majority vote of all members of the Board, provided written notice of the proposed amendment shall have been delivered to all members at least ten days prior to the meeting at which such action is proposed to be taken.

Adopted by the Board of Trustees of the Wauwatosa Public Library on the 15 day of November, 2017.