

**Alice Baker Memorial Public Library
Board of Trustees
Bylaws**

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§ 1.0 Identification

§ 1.01 Name: This organization is the Board of Trustees of the Alice Baker Memorial Library, located in Eagle Wisconsin [hereinafter "Board"].

§ 1.02 Statutory Authority: The Board is established by the Wisconsin municipalities of Waukesha County, 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.

§ 2.0 Membership

§2.01 Board Membership: Pursuant to the requirement of the Wisconsin Statutes, Chapter 43, the Board shall consist of nine (9) members [hereinafter "Trustees"] who shall be residents of the Town or Village of Eagle. Only one may be member of the Town Board and only one may be a member of the Village Board. Membership shall be proportional to the populations of the Town and Village. All trustees shall be subject to a criminal background check.

§ 2.02 **Terms:** The term of office for trustees shall be three (3) years.

§ 2.03 **Meeting Attendance:** Trustees shall be encouraged to attend all meetings. When absence cannot be avoided the trustee will contact the Director.

§ 3.00 **Officers**

§3.01 **Offices:** The officers shall be a President, a Vice President, a Secretary, and a Treasurer, elected from among the appointed trustees at the annual meeting of the Board. Vacancies in office shall be filled by vote at the next regular meeting of the Board after the vacancy occurs.

§ 3.02 **Nominations:** A nominating committee shall be appointed by the President two months 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.

§ 3.03 **Terms:** Officers shall serve a term of one year beginning in January.

§3.04 **President:** 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 an ex officio voting member of all committees except the nominating committee, co-sign all checks drawn on funds held in custody of the library (independently of the municipality), and generally perform all duties associated with the office of President. The President may vote upon and may move or second any proposal before the Board.

§3.05 **Vice President:** The Vice President shall perform the duties of the President at meetings when the President is absent. If the President leaves office before completion of the President's term, the Vice President shall serve as President until the end of that term or until a new President is elected.

§ 3.06 **Secretary:** The Secretary shall keep true and accurate minutes of all meetings of the Board, may issue notice of all regular and special meetings, and may perform such other duties as are generally associated with the office of Secretary. The Library Director or a member of the staff may be designated by the Board to perform any or all of these duties.

§ 3.07 **Treasurer:** The Treasurer shall write checks, and with another board member co-sign all checks drawn on funds held by the board. The Treasurer shall sign all vouchers for disbursements from the library fund, and perform such duties that are typical for the office. The Treasurer shall make annual reports to the Board showing in detail the amount and investment of and income and disbursements from, the funds in his or her charge as well as an annual report to be included in the Library Director's annual report submitted to the State of Wisconsin.

§ 4.0 Meetings

§ 4.01 **Regular Meetings:** The regular meetings shall be held monthly.

§4.02 **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 October of each year.

§4.03 **Agendas and Notices:** Meeting agendas and notices shall indicate the time, date, and place of the meeting and indicate all subject matters and actions intended for consideration at the meeting in compliance with open meetings law (Wis. Stats. 19.81 to 19.98.)

§ 4.04 **Minutes:** Minutes of all meetings shall, at a minimum, indicate Trustees present, all items of business, all motions (except those that were withdrawn), and the result of all votes taken. Board minutes of the preceding two meetings shall be posted in a binder in the library and on the website.

§ 4.05 **Special Meetings:** Special meetings may be called at the direction of the President, or upon the written or e-mail request of four (4) Trustees to the President, for the transaction of business as stated in the call for the meeting. Except in cases of emergency, at least 36 hours notice shall be given. In no case may less than two hours notice be given.

§ 4.06 **Quorum:** A quorum for the transaction of business at any meeting shall consist of five (5) Trustees of the Board present in person.

§ 4.07 **Majority Vote:** A quorum and an affirmative vote of the majority of all Trustees of the Board present at the time shall be necessary to approve any motion before the Board.

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

§ 4.09 **Parliamentary Authority:** The rules contained in Robert's Rules of Order, latest revised edition [or The Standard Code of Parliamentary Procedure by Alice F. Sturgis], 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.

§5.0 Committees

§ 5.01 **Standing Committees:** The President may appoint standing committees with the approval of the Board contingent upon the present needs for the management and administration of the library as well future plans and needs of the library

§ 5.02 **Nominating Committee:** The President shall appoint a nominating committee to meet annually in September to determine reappointments and/or new appointments to the Board.

Names of appointees shall be presented at the October annual meeting of the Board. The Library Director will submit their names to the Town Chairman or Village President for confirmation of their appointment.

§ 5.03 Ad Hoc Committees: Ad hoc committees for the study of special problems 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.

§ 5.04 Committee Powers: Committees have only advisory powers.

§ 6.0 Duties of the Board of Trustees

§ 6.01 Board of Trustees Powers and Duties: Legal responsibility for the operation of the Alice Baker Memorial Library is vested in the Board. Subject to state and federal law, the Board has the power and duty to determine rules and regulations governing library operations and services.

§ 6.02 Library Personnel: The Board shall select, appoint and supervise a properly certified and competent Library Director.

§ 6.03 Budget: The Board shall approve the budget and make sure that adequate funds are provided to finance the approved budget.

§6.04 Monies and Funds: The Board shall have exclusive control of the expenditure of all moneys collected, donated or appropriated for the library and shall audit and approve all library expenditures.

§6.05 Buildings and Grounds: 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.

§ 6.06 Legislation Study: The Board shall study and support legislation that will bring about the greatest good to the greatest number of library users.

§6.07 Public Relations: The Board shall cooperate with other public officials and boards and maintain effective public relations.

§ 6.08 Annual Reports: The Board shall approve and submit the required annual report to the Division for Libraries, Technology, and Community Learning, and the Village Board, Town Board, County Board, and/or any other governing body.

§ 6.09 Statutory Duties and Responsibilities: The Board shall have such duties and responsibilities as provided for in Wisconsin Statutes §§ 43.53 and 43.58 as pertains to joint libraries and in

such other statutes pertaining the Board.

§ 7.0 Library Director

§7.01 Appointment: The Library Director shall be appointed by the Board of Trustees and shall be responsible to the Board and serves at the pleasure of the board.

§ 7.02 Duties: 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 Library Director shall be invited to attend all Board meetings (but may be excused from closed sessions) and shall have no vote. All records and correspondence, unless otherwise specified by the Board, shall be kept by the Director in the Library administrative offices. The Library Director shall be responsible for the care of the buildings, collection, and the equipment. The Library Director shall appoint such other assistants, employees, and volunteers as necessary, and prescribe their duties and compensation. The Director and all employees and volunteers shall be subject to a criminal background check.

§7.03 Annual Budget: The Library Director shall submit to the Board for approval annually in August a proposed budget for the following year. Once approved by the Board the budget shall be forwarded to the appropriate municipalities for their respective September meetings.

§ 7.04 Reports From the Director: The Board may require from the Director such reports as may be necessary to be informed of the operation of the Library.

§ 8.0 Conflicts of Interest

§ 8.01 Private Negotiations: Trustees may not in their private capacity negotiate, bid for, or enter into a contract with the Alice Baker Memorial Library, Board, or any other entity which they have a direct or indirect financial interest unless so authorized in advance by the Board.

§ 8.02 Recusal: A Trustee shall withdraw from Board discussion, deliberation, and vote, on any issue in which the Trustee, an immediate family member, or an organization with which the Trustee is associated, has a financial interest.

§ 8.03 Gifts and Other Items of Value: A Trustee may not solicit or accept anything of value if it could reasonably be expected to influence a vote, official actions, or judgment or could reasonably be considered as a reward for any official action or inaction, or if it would be reasonable for someone to believe that the item or service could likely influence judgment or actions or that it is a reward for past action.

§ 8.04 Acceptable Reimbursement: Rules regarding conflicts of interest do not prohibit reimbursement of actual and necessary expenses incurred in performance of board duties outside the municipality, if the reimbursement is authorized by the library board. In addition,

per diem payments and reimbursement of mileage and other necessary expenses incurred in performing board duties are appropriate if authorized by the Board.

§ 8.05 Precluded Employment: No Trustee may be an employee of the library, or the Town or Village of Eagle.

§8.06 Note: Wisconsin's criminal law, Wisconsin Statutes § 946.12, applies to Trustees and library staff. This law makes it a felony to intentionally take actions in excess of the Trustee's or staff's legal authority, or to intentionally make false records or statements. Intentional failure to perform a duty required by law is also prohibited. Moreover, it is a felony to take actions inconsistent with the rights of others and performed with intent to obtain a dishonest advantage.

§ 9.0 Suspension and Amendment

§ 9.01 Suspension of Rules or Resolutions: 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 two-thirds of the members of the Board are present and two-thirds of those present so approve.

§ 9.02 Amendment of Bylaws: These bylaws may be amended at any regular meeting of the Board by majority vote of all Trustees of the Board, provided written notice of the proposed amendment shall have been mailed to all Trustees at least ten days prior to the meeting at which such action is proposed to be taken and posted as an agenda item.