

# **Proposed revisions to the BYLAWS of the WALTER E. OLSON MEMORIAL LIBRARY BOARD of TRUSTEES**

These Bylaws replace the original Constitution adopted on July 28, 1964; amended on July 13, 1972, September 20, 1978, February 18, 1981, and May 16, 1990; revision adopted on May 18, 2011, September 19, 2018, and June 15, 2022.

## **Article I Identification**

This organization is the Board of Trustees of the Walter E. Olson Memorial Library, located in Eagle River, Wisconsin, established as a joint library 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. Board Composition.** Pursuant to the requirements of the Wisconsin Statutes, the Library Board of the Walter E. Olson Memorial Library shall consist of seven (7) to eleven (11) members and shall be representative of the populations of the joint library member municipalities, with a reapportioning of membership taking place within one year of the decennial Census (such adjustment made only through attrition at the end of regular terms of office or through resignation and shall not be accomplished by means of membership terminations). In keeping with the terms of the current Joint Library Agreement, members shall be appointed by the respective heads of participating municipal governing bodies. An additional member shall be the Northland Pines School District Superintendent of Schools or their designee.

**Section 2. Appointments, Terms of Office, and Vacancies.** Appointments, terms of office, and vacancies are as provided by the relevant subsections of Wisconsin Statutes Sections [43.54](#) and the current Joint Library Agreement.

**Section 3. Meeting Attendance.** Members shall be expected to attend all meetings except as they are prevented by a valid reason. Three unexcused absences annually of a Board member are cause for review by the Board of Trustees and notification to the appointing body.

## **Article III Officers**

**Section 1.** 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. No member shall hold more than one office at a time. Vacancies in office shall be filled by vote at the next regular meeting of the Board after the vacancy occurs. Officers may vote upon and move or second a proposal before the Board.

**Section 2.** 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 3.** 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 ex-officio voting member of all standing committees, 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, shall assume and perform the duties and functions of the president.

**Section 5.** The secretary 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. The library director or another member of the Board may be designated by the Board to perform any or all of the above duties.

**Section 6.** The treasurer shall sign all vouchers for disbursements from the library fund, and perform such duties as generally devolve upon the office and shall serve as an ex-officio member of the Finance Committee. The treasurer shall be bonded in an amount as may be required by a resolution of the Board. The treasurer shall make monthly reports to the Board showing in detail the amount and investment of, and income and disbursements from, the funds in their charge. A bookkeeper/accountant may be designated by the Board to provide financial reports.

## **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, except in special circumstances as deemed necessary by a simple majority as long as regular meetings are held on a monthly basis.

**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 May of each year. If circumstances prevent such a meeting in May, the next regular meeting shall serve as the annual meeting.

**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. The agenda and order of business for a Board meeting shall be determined by the President with the assistance of the Director. It shall include, but not be restricted to the following items: roll call, approval of minutes, a financial report, a Directors report, committee reports, and communications. Any Board member may have an item placed upon the agenda by contacting the Board President and/or the Director at least 48 hours prior to the meeting date at which the item is to be considered. The Board member shall be responsible for the presentation of the item at the Board 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 request of any Trustee, provided enough members to make quorum are available to meet, 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 two hours notice be given.

**Section 6. Quorum.** A quorum for the transaction of business at any meeting shall consist of a majority of the total membership of the Board, present in person and/or remotely via phone or internet. In the event that no quorum is present to conduct business at a regular meeting, any three Board members shall be authorized by the President to meet to care for any time-sensitive financial or operational matters.

**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 conduct of the meeting shall be as determined by the President with Robert's Rules of Order being used as the general basis for the conducting of business, but not as strictly governing agent for the meetings.

## **Article V Committees**

**Section 1. Standing Committees.** The following committees: Finance, Personnel, Policy, and Building/Maintenance, shall be appointed by the president at the annual meeting and shall make recommendations to the Board as pertinent to Board meeting agenda items.

**Section 2. 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.

**Section 3.** 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 Walter E. Olson Memorial 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 policy and legislation that will bring about the greatest good to the greatest number of library users.

**Section 7.** The Board shall act as library advocates 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 Northern Waters Library Service and Wisconsin Department of Public Instruction's Division for Libraries & Technology.

**Section 9.** The Board shall uphold the current Joint Library Agreement.

## **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 may not in their private capacity negotiate, bid for, or enter into a contract with the Walter E. Olson Memorial Library in which they have a direct or indirect financial interest.

**Section 2.** 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 3.** A board member may not receive anything of value that could reasonably be expected to influence their 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.

**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 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 the proposed amendment was stated in the call for the meeting at which such action is proposed to be taken and that the proposed changes violate neither the Joint Library Agreement nor any approved policies. An amendment requires a two-thirds majority of the full Board membership.

**Section 4.** If any article or part of these Bylaws are held to be invalid by operation of law or by any tribunal of competent jurisdiction, or if compliance with or enforcement of any article or part should be restrained by such tribunal, the remainder of the Bylaws shall not be affected thereby and immediate action shall be taken by the Board for the replacement or amendment of such offending article or part.