

L.E. PHILLIPS MEMORIAL PUBLIC LIBRARY BOARD OF TRUSTEES BYLAWS

ARTICLE I – Identification

This organization shall be called "The Board of Trustees of the L.E. Phillips Memorial Public Library." It exists by virtue of the provisions of Chapter 43 of the Laws of the State of Wisconsin and exercises the powers and the authority and assumes the responsibilities delegated to it under the said statute.

ARTICLE II – Membership

Section 1: According to 43.54 (1) (a), the Board of Trustees shall consist of nine (9) members except as provided below in 43.60, (3) (a). Members shall be residents of the municipality, except that not more than two (2) members of the total number of members of The Board of Trustees may be residents of other municipalities. Members shall be appointed with the approval of the Eau Claire City Council.

According to 43.54 (1) (c), the Eau Claire City Council shall appoint as one of the members a school district administrator, or the administrator's representative, to represent the public school district or districts in which the public library is located. Not more than one member of the municipal governing body shall at any one time be a member of the library board.

According to 43.60, (3) (a) A county chairperson, with the approval of the county board, may appoint from among the residents of the county additional members to the library board of a public library of a municipality located in whole or in part in the county, for a term of 3 years from the May 1 following the appointment, and thereafter for a term of 3 years, as follows:

"If the annual sum appropriated by the county to the public library is equal to at least one sixth, but less than one third, of the annual sum appropriated to the public library by any municipality in which the public library is located during the preceding fiscal year, one additional member."

Section 2: The regular term of office shall be three years from July of the year of appointment, except that the Superintendent of Schools' representative and the City Council representative serve at the pleasure of the Superintendent and the City Council, respectively. The City Council representative is appointed or re-appointed annually on the third Tuesday in April. No other Trustee may serve more than two full consecutive terms or six years, whichever is greater. Filling anything less than a full term is an unexpired term such that a citizen may agree to fill an unexpired term plus two additional and consecutive terms. A former Board member can be reappointed after a lapse of one year.

Section 3: Any Trustee who moves his/her primary place of residence out of the city limits, or whose move causes that person to be ineligible for membership, shall be responsible for notifying the Board President or the Library Director, who will then inform the City Council of the change so that a replacement may be appointed.

Section 4: When any Trustee fails to attend at least three consecutive regular meetings of the Board, the Board may recommend to the City Council that the Trustee be replaced.

ARTICLE III – Officers

Section 1: The officers shall be a President, a Vice-President and a Secretary. They are elected from among the appointed Trustees at the annual meeting of the Board in June and take office at the close of that meeting. Vacancies in office shall be filled by vote at the next regular meeting after the vacancy occurs.

Section 2: The President shall appoint a nominating committee of three members prior to the May meeting. The committee will present a slate of officers at the May meeting. Additional nominations may be made from the floor.

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. No officer may serve more than three consecutive terms in a given office.

Section 4: The President shall preside at all meetings of the Board of Trustees, authorize calls for any special meetings and, with the approval of the Board, appoint the members of all committees, appoint liaisons to the Friends of the Library and to the Indianhead Federated Library System. The President shall execute all documents authorized by the Board, serve as an ex-officio voting member of all committees except the nominating committee and generally perform all duties associated with that office.

Section 5: In the event of the absence or inability of the President to perform his/ her duties, or of a vacancy in that office, the Vice-President shall assume and perform the duties and functions of the President. If the absence of the President is permanent, then a vacancy thereby arises in the office of Vice-President. In case of a vacancy in that or any other office, the Board shall fill the position at its next meeting by a majority vote.

Section 6: The Secretary shall have the responsibility for the keeping of a true and accurate record of all meetings of the Board, for issuing notices of all regular and special meetings, and for performing such other duties as are generally associated with that office. The Secretary may delegate all or some of these duties to the Library Director or his/her designee. In the absence of the Secretary at any meeting, the President may appoint another Board member to act as temporary Secretary.

ARTICLE IV – Meetings

Section 1: The regular meetings shall be held each month except August, the date and hour to be set by the Board. Meeting times and dates may be changed as need arises by a majority vote of the Board. Members shall be expected to attend all meetings if possible. If prevented from attending, the Trustee should notify the Library Director, the Board President or the Library Administrative Office.

Section 2: 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 June of each year.

Section 3: The order of business for regular meetings shall include, but not be limited to the following items that shall be covered in the sequence shown, insofar as circumstances will permit:

- a) Roll call of members
- b) Citizens' comments (limited to five minutes per citizen)
- c) Approval of the minutes of previous regular meeting and any intervening special meetings
- d) Report of the President
- e) Reading of communications
- f) Report of the Library Director
- g) Committee reports
- h) Report of the liaison to the Friends of the Library
- i) Report of the liaison to the IFLS Board
- j) Review of financial report
- k) Action on bills and claims
- l) Review of monthly statistics
- m) Consideration of unfinished business
- n) Consideration of new business
- o) Directives from the Library Board to the Library Director
- p) Motion to adjourn

Particular items of business under consideration by the Board must be specifically listed on the agenda prior to meetings. Items for consideration should be sent to the Library Director and Library Board President seven (7) days before the Board meeting to be on the agenda that goes to the Board in their monthly packet and no later than 28 hours before the Board meeting to be considered.

Section 4: Special meetings may be called by the Library Director or his/her designee at the direction of the President, or at the request of three members, for the transaction of business as stated in the call for the meeting. Notice thereof must be given to all Trustees at least twenty-four hours in advance.

Section 5: A quorum for the transaction of business at any meeting shall consist of five members of the Board.

Section 6: The Library Director or his/her designee shall send written notice and the agenda of each regular Board meeting to all Trustees in advance of the regular monthly meeting and in accordance with state law.

Section 7: Proceedings of all meetings shall be governed by the most recent edition of Robert's Rules of Order. Customs and procedures that are permitted for small boards under Roberts' Rules of Order and which have been adopted by the Board are described in the Trustee Handbook.

Section 8: The Board and its committees shall comply with the Wisconsin Open Meetings Law and the Wisconsin Open Records Law. In the event of any conflict, local, state or federal law shall supersede the bylaws.

Section 9: A Library Board Trustee may only attend Library Board meeting remotely (for example, by speaker phone or by other electronic means capable of allowing full participation in the meeting) a maximum of three (3) times per calendar year. Library Board Trustees appearing remotely may vote and shall count towards a quorum, but may not participate in closed session meetings.

ARTICLE V – Committees

Section 1: The Executive Committee shall consist of the President, the Vice-President and the Secretary.

Section 2: The President shall annually appoint the members of the following standing committees and name their chairs: Planning, Finance, and Development **and** Endowment. Standing committees shall consist of at least three members. Standing committees may be created or disbanded by a majority vote of the Board. Committee descriptions and current committee assignments are contained in the Trustee Handbook.

Section 3: The Board may create, and the President appoint the members of, ad hoc committees of one or more members each for such specific purposes as the business of the Board may require. The committee shall be considered to be discharged upon the completion of the purpose for which it was appointed and after a final written report is made to the Board.

Section 4: No committee shall have other than advisory powers unless, by suitable action of the Board, it is granted specific power to act.

ARTICLE VI – Duties of the Board of Trustees

Section 1: The Board shall determine the policies, plans and services of the library. This includes mission statement, bylaws, strategic plan, service policies and significant changes in levels or types of service and changes in library hours.

Section 2: The Board shall select, appoint, direct and evaluate the Library Director.

Section 3: The Board shall advise in the preparation of the operating and capital budgets; approve them; and approve all expenditures.

Section 4: The Board represents the Library to the community and the community to the Library. Trustees will engage in development and promotion efforts and foster the maintenance of good public relations.

Section 5: The Board shall study and support legislation that will benefit libraries and library users.

Section 6: With the assistance of the Library Director, Trustees shall stay informed about current trends and issues in public libraries.

ARTICLE VII – Library Director

Section 1: The Board shall appoint the Library Director, who shall be the executive and administrative officer of the library on behalf of the Board and under its review and direction. The Director shall specify the duties of employees and shall be responsible for the employment and supervision of the library staff, for the care and maintenance of the library facilities and property, for an adequate and proper selection of materials in keeping with the stated policy of the Board, for the efficiency of library service to the public and for its financial operation within the limitations of the budgeted appropriation.

Section 2: The Library Director shall attend open Board meetings whenever possible but shall have no vote.

Section 3: The Library Director shall serve for an indefinite term, subject to removal by the Board only with an affirmative vote of at least six Trustees.

Section 4: The Library Director shall prepare an annual report at the end of each calendar year, which, after approval by the Board, shall be presented to the Eau Claire City Manager, the Eau Claire City Council, the Eau Claire County Board and the chairs of the Towns in Eau Claire County.

Section 5: Other responsibilities of the Library Director are as outlined in the Director's position description which is contained in the Trustee Handbook. The position description should be reviewed and may be amended during the annual review process, or at any other appropriate time.

ARTICLE VIII – Conflict of Interest

Section 1: Trustees may not in their private capacity negotiate, bid for, or enter into a contract with the L.E. Phillips Memorial Public 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 his or her vote or other official action.

ARTICLE IX – General

Section 1: An affirmative vote of the majority of all Trustees present at a fully constituted meeting shall be necessary to approve any action before the Board, with the exception of situations described in Article IX, Section 2, and Article IX, Section 3 (below). The President may vote upon and may move or second a proposal before the Board.

Section 2: The Bylaws may be amended by an affirmative vote of at least six Trustees, provided written notice of the proposed amendment shall have been mailed or emailed to all Trustees at least ten days prior to the meeting at which such action is proposed to be taken.

Section 3: Any rule or resolution of the Board whether contained in these bylaws or otherwise, may be suspended temporarily in connection with business at hand. To be valid, such suspension requires the affirmative vote of at least six Trustees.

Revised on May 6, 1982

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