

# Bylaws of the Board of Trustees of The Winding Rivers Library System

Adopted: August 31, 1988

Amended: July 23, 1997; September 24, 2003; May 26, 2004; March 28, 2007; January 27, 2010; May 30, 2018.

## ARTICLE I. Name

The name of this board shall be “Board of Trustees of Winding Rivers Library System.” Informally it may be designated as “WRLS Board.”

## ARTICLE II. Purpose

The Board of Trustees of Winding Rivers Library System is created to govern Winding Rivers Library System. It has all the powers of a library board under *Wisconsin Statutes, Sections 43.58 to 43.62*. The Winding Rivers Library System is a federated public library system under Wisconsin Statute 43.19 with its service territory within two or more counties.

## ARTICLE III. Members

*Section 1. Number of Members.* The Board of Trustees of Winding Rivers Library System shall have twenty (20) members appointed by the participating county board of Buffalo, Jackson, Juneau, La Crosse, Monroe, Trempealeau, and Vernon counties, Wisconsin as hereinafter set forth.

*Section 2. Appointment of Members.* Appointments to this Board of Trustees shall be in proportion to population as nearly as possible. Appointees may be either local library trustees from libraries within the county, citizens-at-large, or county board supervisors. Representation on this Board shall be as follows:

- a. **Buffalo County** - Two members.
- b. **Jackson County** - Two members.
- c. **La Crosse County** - Seven members, with one library board member from the La Crosse Public Library Board of Trustees, and one library board member from the La Crosse County Library Board of Trustees.
- d. **Juneau County** - Two members.
- e. **Monroe County** - Three members.
- f. **Trempealeau County** - Two members.

**g. Vernon County** - Two members.

**h.** As per *W.S. 43.19(1)(b)*, not more than one member of each county board shall be members of the System Board at any one time.

## **ARTICLE IV. Meetings**

*Section 1. Place of Meetings.* All meetings shall be held within the WRLS district.

*Section 2. Annual Meeting.* The annual meeting shall be held in January of each year.

*Section 3. Regular Meetings.* In addition to the annual meeting the Board shall meet a minimum of five times per year.

*Section 4. Special Meetings.* A special meeting may be called by the President or a majority of this Board.

*Section 5. Notice of Meetings.* At least seven (7) days prior to any regular meeting and three (3) days prior to any special meeting written notice of the time and place of such meeting, together with a copy of the minutes of the previous meeting shall be ~~mailed~~ made available to each member.

*Section 6. Attendance at Meetings.* If a board member has two unexcused absences or four absences of any kind within a single year, his/her slot will be assumed to be vacant. The delinquent board member will be notified and the appointing authority asked to appoint a replacement.

*Section 7. Open Meetings Law Compliance.* All board meetings and all committee meetings shall be held in compliance with Wisconsin's open meetings law (*W.S. 19.81-19.98*).

*Section 8. Suspension of the Rules.* 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.

## **ARTICLE V. Quorum**

A majority of the number currently serving on the Board shall constitute a quorum.

## **ARTICLE VI. Officers**

*Section 1.* The Board shall elect from its members a President, Vice President and Secretary/Treasurer.

*Section 2. President.* The President shall preside at all meetings, and shall have the general powers and duties usually vested in the office of President and serve as Chair of the Executive Committee.

*Section 3. Vice President.* The Vice President shall perform the duties and exercise the power of the President during the absence or disability of the President, and serve on the Executive Committee.

*Section 4. Secretary Treasurer.* The Secretary/Treasurer shall serve on the Executive Committee and in the absence of the recording secretary shall perform the duties of recording the minutes.

*Section 5. System Director.* The System Director shall have general supervision and administration of the Winding Rivers Library System.

*Section 6. Recording Secretary.* The System Director may appoint a staff member to act as Recording Secretary for all board meetings and Executive Committee meetings. This person shall be responsible for the recording and distribution of the minutes.

*Section 7. Fiscal Officer.* The System Director acting as the fiscal officer shall have custody of all funds and keep accurate account of all receipts and disbursements. All money shall be deposited in the name of the Board in such depository as the Board shall designate. Funds of the Board shall be disbursed by check and an account rendered of all transactions when requested by the Board. The fiscal officer shall provide report to the WRLS Board at each regular meeting.

*Section 8. Term of Office.* Elected officers shall be chosen from within the Board membership by the Board for a one-year term. Each officer shall be elected at the January Board meeting. Should an officer for any reason be unable to serve a term as elected, the members of the Board of the Winding Rivers Library System will elect another member from its ranks to fill the unexpired term.

## **ARTICLE VII. Committees**

*Section 1. Executive Committee.* The Executive Committee shall consist of the elected officers and System Director and shall meet upon call of the President. This committee shall conduct the business of the board between the meetings, and may authorize an unbudgeted expenditure of up to \$10,000. In the case of such expenditures, a report of such expenditures will be made to the full board at the next regular meeting.

*Section 2. Personnel Committee.* The Personnel Committee shall consist of two trustees, with the President acting as an alternate, who shall be appointed by the President at the January meeting each year. Appointments shall be for one year. The committee shall review and recommend compensation adjustments for all staff; coordinate the appraisal of the system director on a biennial basis each even numbered year; review and recommend personnel policies as needed; address concerns or issues, presented by staff, that cannot be satisfied or are referred by the system director; and undertake any studies of personnel matters as directed by the WRLS board. The committee shall meet at least once a year in conjunction with the May board meeting; other meetings may be scheduled as needed.

*Section 3. Election of Officers.* Nominations for officers will be initiated directly from the floor at the January annual meeting.

*Section 4. Special Committees.* The WRLS Board President shall establish such standing or special committees as are necessary to carry on the work of the board.

## **ARTICLE VIII. Appointment and Terms of Office**

New counties joining the System will have board representation for one, two, and three year terms as designated with their appointment, after which all appointments shall be for three year terms.

## **ARTICLE IX. Conflict of Interest**

*Section 1. System Contracts.* WRLS trustees may not in their private capacity negotiate, bid for, or enter into a contract, in which they have a direct or indirect financial interest, with the Winding Rivers Library System.

*Section 2. Extended Financial Interest.* A WRLS trustee shall withdraw from board discussion, deliberation, and voting on any matter in which the trustee, an immediate family member, or an organization with which the trustee is associated has a substantial financial interest.

*Section 3. Accepting Items of Value.* A WRLS trustee may not receive anything of value that could reasonably be expected to influence his or her vote or other official action.

## **ARTICLE X. Amendments**

These By-Laws may be amended at any meeting of the Board, provided that written changes are presented to trustees at least seven days before the date of the meeting.