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**WISCONSIN VALLEY LIBRARY SERVICE
BOARD OF TRUSTEES
BY-LAWS**

**Article I
Identification**

Section 1. This organization is the Board of Trustees of the Wisconsin Valley Library Service (WVLS), established 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 Section 43.17.

Section 2. Meeting Attendance. Members shall be expected to attend all meetings except as they are prevented by a valid reason.

**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 (1) 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 whose terms do not expire at the end of the year shall be temporarily appointed until the election of officers in January; someone else shall be temporarily appointed to fill the terms of those officers whose terms do expire, and the agenda of the November meeting will include notice of this designation.

Section 2. Officers shall serve a term of one (1) 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 and/or Executive Committee, 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, 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 treasurer shall co-sign all checks drawn on funds held by the system, sign all vouchers for disbursements from the system fund, and perform such duties as generally incumbent upon the office. The treasurer shall be bonded in an amount as may be required by a resolution of the Board, and not less than the value of any property held by him or her. 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 his/her charge.

Article IV Meetings

Section 1. Regular Meetings. The regular meetings shall be held six (6) times a year with the dates and times to be set by the Board at its annual meeting. The regular meetings may be held in a physical location and conducted electronically.

Section 2. Electronic Meetings. Members, not present in person, shall have the right to participate by electronic means. The technology used shall allow for roll call and interactive dialogue, and permit members of the general public and the WVLS membership to participate. A physical location where the public can convene to listen to the electronic meeting, and provide comment where appropriate, will be identified and provided for all electronic meetings.

Section 3. 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 January of each year.

Section 4. Agendas and Notices. Meeting agendas and notices shall indicate the time, date, and place of the meeting; describe how to participate electronically, including type of equipment or software required for participation and contingencies for technical difficulties or malfunctions; and indicate all subject matters intended for consideration at the meeting.

Section 5. Minutes. Minutes of all meetings shall, at a minimum, indicate board members physically present and those present via electronic means, all items of business, and motions (except those that were withdrawn), and the result of all votes taken. Current board minutes shall be posted on the WVLS website.

Section 6. Special Meetings. Special meetings may be called at the direction of the president, and shall be called at the written request of three (3) members, for the transaction of business as stated in the call for the meeting. Except in cases of emergency, at least twenty-four (24) hour notice shall be given. In no case may less than two (2) hour notice be given.

Section 7. Meeting Format. A quorum of the Board must be present, either in person or electronically, to conduct business at a Board meeting.

Section 8. Quorum. A quorum for the transaction of business at any meeting shall consist of fifty-one percent (51%) or eight (8) members of the Board attending the meeting.

Section 9. 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 10. Parliamentary Authority. The rules contained in *Roberts' Rules of Order*, latest revised edition, shall govern the parliamentary procedure of the meetings, in all cases in which they are not inconsistent with these by-laws and any statutes applicable to this Board.

Article V Committees

Section 1. Executive Committee. The Executive Committee shall provide a forum for the in-depth discussion of library- and WVLS-related issues. To ensure representation of all member counties in WVLS decision-making, the Executive Committee may only routinely act on matters specifically assigned to the Executive Committee by the Board or on matters deemed by the Executive Committee to require a decision prior to the next scheduled Board meeting. Such decisions shall be recorded in the minutes and reported at the next Board meeting.

Section 2. Nominating Committee. A nominating committee consisting of three (3) members of the Board shall be appointed by the president two (2) months prior to the annual meeting and shall present a slate of officers and Executive Committee members at the annual meeting. Additional nominations may be made from the floor at that time.

Section 3. 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 4. No committee shall have other than advisory powers.

Article VI Duties of the Board of Trustees

Section 1. Legal responsibility for the operation of WVLS 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 system operations and services.

Section 2. The Board shall select, appoint, and supervise a properly certified and competent system director, and determine the duties and compensation of all system 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 system fund and shall audit and approve all system expenditures.

Section 5. The Board shall study and support legislation that will bring about the greatest good to the greatest number of system users.

Section 6. The Board shall cooperate with other public officials and boards and maintain vital public relations.

Section 7. The Board shall approve and submit the required annual report to the Division for Libraries and Technology.

Article VII System Director

Section 1. The system director shall be appointed by the Board of Trustees and shall be responsible to the Board. The system director shall be considered the executive officer of the system 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 and Executive Committee meetings (but may be excused from closed sessions) and shall have no vote. The director shall also perform such other duties as the Board or the Executive Committee may, from time to time, assign.

Article VIII Conflict of Interest

Section 1. Board members may not in their private capacity negotiate, bid for, or enter into a contract with WVLS 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 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 by-laws 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 (2/3) or ten (10) of the members of the Board are present and two-thirds (2/3) of those present so approve.

Section 3. These by-laws 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 mailed to all members at least ten (10) days prior to the meeting at which such action is proposed to be taken.

Adopted by the Board of Trustees of the Wisconsin Valley Library Service on the 12th day of November 2011.

Adopted by the Board of Trustees of the Wisconsin Valley Library Service on the 21st day of March 2015.

Adopted by the Board of Trustees of the Wisconsin Valley Library Service on the 16th day of September 2017.