

ELM GROVE PUBLIC LIBRARY
BOARD OF TRUSTEES DRAFT BYLAWS (1-26-21)
Revised following December 7, 2020 EGL Trustees Meeting
For Review at the February 1, 2021 EGL Trustees Meeting

Article I
Identification

This organization is the Board of Trustees of the Elm Grove Public Library, located in the Village of Elm Grove, Wisconsin, 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 and applicable Village ordinances¹.

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 43.54 and applicable Village ordinances.

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

Section 3. Vacancy. The Library Board President shall notify the Village President when he/she becomes aware of a vacancy on the Library Board.

Section 4. Resignation. The Library Board President shall notify the Village President when a trustee fails to attend three consecutive meetings of the Board without an excused absence. At the discretion of the Village President, said trustee may be asked to resign.

Article III
Officers

Section 1. The officers of the Board shall be a president, a vice president, a secretary, an assistant secretary and a treasurer, elected from among the appointed Trustees at the May Board meeting. No member shall hold more than one office at a time. Vacancies in office shall be filled by election of the Board as soon as practical after the vacancy occurs.

Section 2. The President, in consultation with the Library Director and the members of the Board, shall present a slate of officers at the May meeting. Additional nominations may be made from the floor at that time.

Section 3. Officers shall serve a term of one year from the May meeting at which they are elected. An officer who is elected after the May meeting shall serve until the next May meeting or until their successor is duly elected.

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Section 4. 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 and generally perform all duties associated with the office of President.

Section 5. 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 6. The secretary shall keep true and accurate minutes of all meetings of the Board and shall perform such other duties as are generally associated with the office of secretary. In the absence of the secretary, the assistant secretary shall perform the duties of the secretary. In addition, in the absence of the secretary and assistant secretary, another Trustee may be designated by the President to perform any or all the above duties.

Section 7. The treasurer shall review and report to the Board for the current period the Library's status with respect to operating budget accounts payables, gift accounts payables, payments, revenue summary, operating fund expenditure summary, gift funds account status by month and year to date, gift revenue summary and gift expenditure summary. In addition, the treasurer will periodically review and report to the Board on the capital budget expenses status.

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.

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.

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.

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. Current Board minutes shall be accessible on the Village's website.

Section 5. Special Meetings. Special meetings may be called at the direction of the President and shall be called at the written request of four or more Board members, 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 membership of the Board, present in person or by means of a conference telephone or other electronic communications arrangement which enables all persons participating in the meeting to hear each other.

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).

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Section 8. Parliamentary Authority. The rules contained in *Robert's 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 bylaws and any statutes applicable to this Board.

Article V
Committees

Section 1. Standing Committees. The standing committees, if any, shall be appointed by the President promptly after 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 problems or to address certain tasks 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 Elm Grove Public Library is vested in the Board of Trustees. Subject to state and federal law and local Village ordinance, 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 the Library Director shall be responsible to determine the duties and compensation of all other library employees.

Section 3. The Board shall approve the budget and endeavor to 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 and shall audit and approve such library expenditures as it deems appropriate.

Section 5. The Board shall regularly review various physical and building needs and communicate with the Village Manager or Village President in respect to any issues, concerns or recommendations.

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, Technology, and Community Learning, and the Elm Grove Village Manager.

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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 Library 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.

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 Elm Grove 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 members of the Board present at the time in person or via electronic arrangements specified in Article IV, Section 6 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 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 in person or via electronic arrangements specified in Article IV, Section 6 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 written notice of the proposed amendment shall have been provided to all members at least five business days prior to the meeting at which such action is proposed to be taken.

Adopted by the Board of Trustees of the Elm Grove Public Library on the [twenty second] day of [February], 2021.

ⁱ Chapter 7, Article IV of Elm Grove Village ordinances adopted 10-9-1995