

Mukwonago Community Library
Library Board Bylaws
Approved December 8, 2022 – Last Reviewed December 8, 2022

Article I
Identification

This organization is the Board of Trustees of the Mukwonago Community Library, a municipal public library located in Mukwonago, Wisconsin, established by the Wisconsin county of Waukesha, 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

The Mukwonago Community Library Board shall consist of eleven members, constituted as follows as per Wisconsin Statutes Chapter 43.54(1)(a):

- a. One (1) member shall be a Village of Mukwonago Trustee liaison, appointed by the Village of Mukwonago President and approved by the Village Board.
- b. Five (5) members shall be appointed by the Village of Mukwonago President and approved by the Village Board.
- c. One (1) member shall be a Mukwonago Area School District liaison, approved by the Village Board.
- d. Four (4) members shall be appointed by the Waukesha County Executive and approved by the Waukesha County Board of Supervisors. The number of library board members appointed by the county is in proportion to the county's share of the annual library budget pursuant to Chapter 43.60(3)(a) and may change if funding percentages change.

Members shall be appointed for a three (3) year term unless otherwise designated by the appointing authority. Three-year Board appointments run through June with new terms starting on July 1st.

Library Board membership and terms of office shall be posted on the Library website.

Section 2. Meeting Attendance

Members shall be expected to attend all meetings, except as they are prevented by valid reasons. Members may participate fully in a meeting via electronic means so long as they follow the Electronic Meetings Policy.

Section 3. Removal of Board Members

A Library Board member who misses three (3) Board meetings within a period of one year without notifying the Board President or Library Director shall be subject to removal.

A Library Board member may be removed for cause at any time, by the appointing authority. Cause includes any behavior that interferes with the proper discharge of the member's duties as a member of the board including misconduct, incapacity, neglect of duty or refusal to carry into effect the library's mission.

In the event of a circumstance as detailed above, the Board Member may be recommended for removal by a vote of not less than a majority vote of the entire board. Upon such a vote to remove, the recommendation shall be forwarded to the appropriate appointing body for final action.

**Article III
Officers**

Section 1. Officer Positions

The officers shall be a president, vice-president, secretary, and a treasurer, elected from among the appointed trustees at the July 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.

Section 2. Nominations

The Library Board shall serve as a Committee of the Whole for the purpose of nominating a slate of officers. The Nominating Committee of the Whole shall meet prior to the July annual meeting-and shall present a slate of officers at the July annual meeting. Additional nominations may be made from the floor at that time.

Section 3. Officer Term Limits

Officers shall serve a term of two years from the July annual meeting at which they are elected and until their successors are duly elected.

Section 4. Duties of the President

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 except the nominating committee, co-sign all checks drawn on funds held in custody of the library, and generally perform all duties associated with the office of the President.

Section 5. Duties of the Vice President

The Vice President will assume the role and duties of the president in the event of the absence or disability of the president, or a vacancy in that office.

Section 6. Duties of the Secretary

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. If no Board member accepts election/appointment to the Secretary position, the Library Director may appoint, with the approval of the Board, a Library staff member to take minutes of Board meetings until a Board member assumes the position of Secretary.

Section 7. Duties of the Treasurer

The Treasurer shall co-sign all checks drawn on funds held by the library, sign all vouchers for disbursements from the library fund, and perform such duties as generally devolve 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.

Article IV Meetings

Section 1. Regular Meetings

The regular meetings shall be held on the second Thursday of each month at 6:00 p.m. at the Library. An annual meeting at which Board officers shall be elected shall be held in July.

Section 2. 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.

- a. Meeting agendas and notices shall be posted at the main entrance of the Library, fully visible from the entrance exterior. Meeting agendas and notices shall also be sent to the Village for public posting consistent with the posting of other public notices, to the Library website, and to any other locations and media as required by law and the Board.
- b. A consent agenda may be used. Items of business that are expected to be so routine as to not require discussion may be placed on this agenda by the chairperson of a committee, the board president, or the library director. Items may be removed from the consent agenda by the request of any board member. The board will vote on the consent agenda in its entirety without discussion.

Section 3. 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 results of all votes taken. Current draft Board minutes shall be distributed to all Board members upon completion and submission by the Board secretary. All approved Board minutes shall be posted on a bulletin board in the Library, to the Library website, and to any other locations and media as required by law.

- a. The Library Director shall be the designated custodian of the approved Library Board minutes and shall retain a complete file of the minutes in perpetuity.
- b. Library Board meetings may be recorded and the recordings retained for up to six (6) months or a period designated by the Library Board.

Section 4. Special Meetings

Special meetings may be called at the direction of the President or at the written request of five (5) members, for the transaction of business as stated in the call for the meeting. In accordance with Wis. Stat. § 19.84(3), notice must be given at least twenty-four (24) hours before the commencement of the meeting. If there is good cause why a 24-hour notice is impossible or impractical, a shorter notice may be given. However, in no case may notice be provided less than two (2) hours before the meeting.

Section 5. Quorum

- a. A quorum for the transaction of business at any meeting shall consist of 51% of the members of the Board present in person or via or via electronic means. Members attending a meeting using electronic means must comply with the Electronic Meetings Policy in order to be counted towards the quorum. If the member cannot comply with the audio/visual and security requirements, that member is not considered part of the quorum.
- b. In the event that a quorum is not present as specified in item a, in accordance with Wis. Stat. § 43.54(e), three (3) members of the Board shall constitute a quorum for the sole purpose of approving bills.

Section 6. Open Meetings Law Compliance.

All Board meetings and all Committee meetings shall be held in compliance with Wisconsin's Open Meetings Law (Wis. Stat. § 19.81 through 19.98).

Section 7. 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 following Committees or persons shall be appointed by the President promptly after the July meeting and shall make recommendations to the Board as pertinent to Board meeting agenda items:

- a. **Personnel Committee** – Shall handle all issues, grievances, policies, and compensation as related to staffing the Library. The Committee shall annually review the Library Director and provide a recommendation on compensation to the Board. Neither the Committee nor the Board reviews

the Library staff (per Wis. Stat. § 43.58(4)), but the Committee shall recommend wage ranges, job descriptions, and organizational structure for the Board to approve and for the Library Director to use in managing the staff. The Board may direct the Committee to explore staff-related issues such as, but not limited to, wage studies, succession planning, and Personnel Policy changes.

- b. **Buildings and Grounds Committee** – Shall address and investigate improvements, problems, or needs in the Library building or on the Library grounds. The Committee shall provide recommendations to the Board on vendors and contractors for routine and non-routine projects and maintenance and may be directed by the Board to explore facility issues in order to bring information and recommendations back to the Board.
- c. **Policy Committee** - Shall facilitate the creation of any new policies felt necessary by the Library Director and/or Library Board. The Committee shall examine all existing policies on a regular basis for relevance and currency and to reflect any changes required by legislation or proposed by Board or staff. The Committee shall, after review, route any requests to examine, revise, or update the policies to the appropriate Board Committee or to the Library Director for action. Changes to policy shall be first considered by the Committee who will provide a recommendation to the Board for adoption.
- d. **Finance Committee** – Shall prepare the initial budget annually for the Board to approve. The Board may direct the Committee to investigate and report back on any issues that impact the revenues and expenditures of the Library.
- e. **Grutzmacher Collection Committee** – Shall oversee the care, custody, and control of the Grutzmacher Collection as well as compliance with the federal Native American Graves Protection and Repatriation Act (NAGPRA). The Committee shall approve all Repatriation Requests before recommending them to the Board. The Board may instruct the Committee to explore issues related to controlling the Collection including, but not limited to, housing and display, insurance, and policy. See “Grutzmacher Collection Policy.”

Section 2. Nominating Committee

See Article III, Section 2

Section 3. 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 4. Limits of Powers

No Committee shall have other than advisory powers.

Article VI
Duties of the Board of Trustees

Section 1. Power and Duty

Legal responsibility for the operation of the Mukwonago Community Library is vested in the Board of Trustees through Wis. Stat. § 43.58. Subject to state and federal law, the Board has the power and duty to determine rules and regulations governing operations and services.

Section 2. Duty to Hire Library Director

The Board shall select, appoint, and supervise a properly certified and competent Library Director, who shall be evaluated on an annual basis. The Library Director shall determine the duties and compensation of all library employees for the Board to approve.

Section 3. Budget

The Board shall approve the budget and make sure that adequate funds are provided to finance the approved budget.

Section 4. Exclusive Control of Money

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. See “Finance Policy”

Section 5. Facility and Maintenance

The Board shall supervise and oversee 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. Advocacy

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

Section 7. Public Relations

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

Article VII
Library Director

Section 1. Appointment

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 not have a vote.

Section 2. Duty to Publish Meeting Notice

The Library Director shall issue notice of all regular and special meetings.

Section 3. Duty to Report

The Library Director shall make monthly reports to the Board showing in detail the amount and investment of, and income and disbursements from, the funds in his or her charge.

Section 4. Duty to Submit Annual Report

The Library Director, with Board approval, shall submit the required annual report to the Division for Libraries, Technology and Community Learning, and the village board.

**Article VIII
Conflict of Interest**

Section 1. Financial Gain

Board members may not in their private capacity negotiate, bid for, or enter into a contract with the Mukwonago Community Library in which they have a direct or indirect financial interest.

Section 2. Duty to Recuse

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. Compensation

Per Wis. Stat. § 43.54(d), a board member may not be compensated for their service on the Board or receive anything of value that could reasonably be expected to influence his or her vote or other official action.

**Article IX
General**

Section 1. Majority Vote

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. Temporary Suspension of 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.

Section 3. Amendment of Bylaws

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 mailed to all members at least ten days prior to the meeting at which such action is proposed to be taken.

Adopted by the Board of Trustees of the Mukwonago Community Library on December 8, 2022.

Revision History

- August 12, 2016** Removed Section C to reflect changes in Bridges policy.

- July 21, 2016** Revised Article I to show library type as specified by Statute
 Revised Article II, Section 1 to delineate Board appointments and terms of office
 Revised Article III, Section 6 to permit Director to appoint a staff member to take minutes in absence of Secretary
 Revised Article IV, Section 1 to list meeting Board schedule and to list purpose of Annual Meeting
 Revised Article IV, Section 2 to clarify and expand agenda posting requirements
 Revised Article IV, Section 3 to clarify and expand minutes posting requirements
 Added Article V, Section 3 to delineate responsibilities of Policy Committee
 Revised and Expanded Article VII by moving references to Library Director responsibilities from previous locations in Article III, Section 6, Article III, Section 7, and Article VI, Section 8.
 Added Section markers to Article VII.
 Revised adoption date and signatory Board officers

- September 15, 2016** Revised Article II, Section 1 to specify approval of Board Village and School appointments by Village Board.

- January 19, 2017** Revised Article IV, Section1 to change Board meeting time from 7 p.m. to 6 p.m.

- May 18, 2017** Revised Article IV, Section 3 to clarify draft and approved minutes distribution, specify that the Library Director is custodian of records, and that Board meetings may be recorded and retention of those recordings.
- August 17, 2017** Revised Article II, Membership. Added Section 3 - Removal of Board Members.
Revised Article III, Officers. Modified Section 2 to have eliminate the use of a nominating committee and have the Board meet as a Committee of the Whole to nominate Board officers.
- January 18, 2018** Revised Article IV, Meetings, Section 5 adding Paragraph b to provide for a 3 person quorum to permit only for the paying of bills in the event of a lack of full meeting quorum.
- March 15, 201:** Revised Article II, Membership. Modified Section 3. Added paragraph on removal of Board Member for cause.
Revised Article IV. Meetings, Section 5 to add that a quorum may consist of Board Members attending via videoconference or teleconference.
- June 21, 2018** Revised Article IV. Meetings, Section 2 to include usage of a consent agenda.
- June 20, 2019** Revised Article II, Section 1 to include “Three-year Board appointments run through June with new terms starting on July 1st”
Revised Article IV, Section 1 to revise the section indicated that Board meetings have now moved to the second Thursday of each month
- December 9, 2021** Article II, Section 1 and Article IV, Section 5 updated to reflect adoption of Electronic Meetings Policy.
- December 8, 2022** Created consistent section headings and state statute references throughout.
Revised Article IV, Section 4 for clarity.
Revised Article V, Section 1 with scope of responsibilities for standing committees. Struck Article V, Section 3 as it was added into Section 1.
Added Grutzmacher Collection Committee to standing committees.