

## **OWLS Board of Trustees Bylaws**

### **Article I: Official Title**

The Board shall be called and known as "Outagamie Waupaca Counties Federated Library System Board" or "Outagamie Waupaca Library System Board" and those shall be the style and signature of all instruments and papers relating to its publication or business.

### **Article II: Board of Trustees**

*Section 1. Number and qualifications.* The governing body of the library system is composed of 15 members as appointed by the two counties, ten of the members representing Outagamie County and five of the members representing Waupaca County.

*Section 2. Term of office and vacancies.* The term of office of trustees shall be three years. If a board member resigns before his or her term is completed, it is the duty of the president to notify the appointing official of the vacancy and to suggest to the appointing official three to five names of persons who may qualify to fill the position.

### **Article III: Officers**

The officers of the Board shall be a President, a Vice President and a Secretary/Treasurer whose duties shall be such as are usually performed by like officers of similar organizations and such as may be prescribed by the Board. No officer of the Board shall hold the same office for more than two (2) consecutive years. Officers shall be elected at the regular January meeting of the Board, or at a special meeting called for that purpose. In case of an election not being held before their terms would otherwise expire, officers shall hold their respective offices until the elections and acceptance of their successors. Vacancies in office shall be filled by vote at the next regular meeting of the Board after the vacancy occurs. The chair shall vote on all issues.

### **Article IV: Meetings**

*Section 1.* The regular meetings of the Board shall be held at least once every two (2) months, the date and hour to be set by the Board as necessary with a five (5) day notice for the transaction of whatever business may be in order.

*Section 2.* Special meetings may be called on request of the President, or of any three (3) Board members. Such request shall be in writing and state the reasons thereof and shall give at least five (5) days notice in writing.

*Section 3.* Seven (7) members shall constitute a quorum and the actions of a majority of those present shall control.

## **Article V: Duties of the Board**

The duties of the Board consist of carrying out conscientiously the power given them under *Wisconsin Statutes 43.19* and *Statutes 43.58*. It is their duty and responsibility to:

- a. Determine the policies of the Outagamie Waupaca Counties Federated Library System;
- b. Select and appoint a competent director;
- c. Provide and maintain or contract for adequate facilities to carry out the plan and purpose for which this system was formed;
- d. Study and support legislation which would continue to upgrade all library services;
- e. Cooperate with other public officials and boards and maintain public relations.

## **Article VI: Finances**

*Section 1.* All funds inclusive of annual state aids and county appropriations shall be placed on deposit in legally approved investments as designated by the Board. and shall be paid out by checks bearing two signatures, including the Director or the Business Coordinator and the President, Vice President, or Secretary/Treasurer. Electronic payments authorized by the Board may be initiated by the Director or the Business Coordinator.

*Section 2.* The expenditure of monies during any fiscal year shall meet acceptable practices of accountability and recordkeeping.

*Section 3.* The Board shall audit and approve all expenditures.

*Section 4.* The Board shall provide for the bonding of the officers.

*Section 5.* The Board shall provide for an independent audit of the accounts of the organization at the end of each fiscal year and may provide for a special audit at any time.

## **Article VII: Rules of Order**

The rules contained in *Robert's Rules of Order, Revised* shall govern this Board and the Bylaws shall yield only, in point of conflict, to legislation enacted by the Wisconsin Legislature, specifically aimed at Wisconsin libraries and library boards, and incorporated into the *Wisconsin Statutes* and/or *Administrative Code*.

## **Article VIII: Committees**

*Section 1.* The President shall appoint special committees for such specific purpose as the business of the Board may require from time to time. The committee shall be considered to be discharged upon the completion of the purpose for which it was appointed and after the final report is made to the Board.

*Section 2.* The President shall appoint a Personnel Committee, which shall advise and assist the Director and make recommendations to the Board on personnel matters.

*Section 3.* The President shall appoint an Executive Committee. The purpose of the committee shall be to give tentative approval to the director on matters relating to the month-to-month operation of the library system, and to advise on policy matters. This committee shall consist of five members to meet with the director upon call. The committee shall be comprised of the current officers and two (2) members-at-large, to be appointed by the president. Both counties shall be represented on the Executive Committee.

### **Article IX: Amendments to the 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 one week prior to the meeting at which such action is proposed to be taken.

These bylaws are in force upon adoption by the Board on March 16, 1976.

*revised 2/78*

*revised 12/82*

*revised 4/97*

*revised 5/16*

*revised 12/24*