

# THE BYLAWS OF THE WINNEFOX LIBRARY SYSTEM

## ARTICLE I Identification

The name of this organization is the Winnefox Library System, located in Oshkosh, Wisconsin, existing by virtue of the provision of Chapter 43 of the Wisconsin Statutes, and exercising the powers and authority and assuming the responsibilities delegated to it under said statute.

## ARTICLE II Board of Trustees

Section 1. Number and qualifications. Pursuant to s.43.19 (1)(b), the Winnefox Library System Board of Trustees will consist of twenty-three members appointed by the County Boards of Supervisors, or the County Executive with the concurrence of the Board of the respective counties making up the multicounty federated library system service area.

Section 2. County Representation. Pursuant to s. 43.19(1)(b)1., representation shall be in proportion to county population. Representation shall be reviewed after each Federal census and changed if necessary. Representation as of the 2010 census is:

- Fond du Lac County: 7 (6 representatives plus one county board member)
- Green Lake County: 2 (1 representative plus one county board member)
- Marquette County: 2 (1 representative plus one county board member)
- Waushara County: 2 (1 representative plus one county board member)
- Winnebago County: 10 (9 representative plus one county board member)

Section 3. Geographic Distribution Within Counties. To ensure countywide representation, counties with more than one representative shall be encouraged to allot representation to each community with a library proportional to library service population as determined by the DPI.

Representation shall be reviewed after each Federal census and changed if necessary.

Representation as of the 2010 census is:

- Fond du Lac County
  - Fond du Lac: 3 representatives
  - Oakfield/Ripon: 1 representative
  - Brandon/Campbellsport/North FDL: 1 representative
- Winnebago County
  - Menasha: 1 representatives
  - Neenah: 3 representatives
  - Oshkosh: 4 representatives
  - Omro/Winneconne: 1 representative

Counties shall be encouraged to regularly rotate representation shared by more than one community between those communities.

Section 4. Term of office. Term of office of trustees shall be three years.

Section 5. Disqualifications, Vacancies. Any member who moves out of the political subdivision he/she represents shall be responsible for notifying the secretary of the board of trustees. Upon receipt of such notification, the position shall be declared vacant. The appropriate appointing official shall be notified of the vacancy.

Section 6. When any trustee is absent without notice from three regular meetings of the board within a calendar year the president shall notify the appointing authority of such absences, suggesting that consideration be given to a replacement on the Board of Trustees.

### ARTICLE III Officers

Section 1. The officers shall be a president, a vice-president, and a secretary/treasurer, from among the appointed trustees. Officers shall be elected at the annual meeting of the board, or an adjournment thereof, or at a special meeting called for the purpose, and shall assume their duties upon election at the annual meeting. No officer shall hold the same office for more than three years consecutively. Vacancies in office shall be filled by vote at the next regular meeting of the board after the vacancy occurs.

Section 2. A nominating committee shall be appointed by the president at the board meeting prior to the election. The nominating committee will present a slate of officers at the annual meeting. Additional nominations may be made from the floor.

Section 3. Officers shall serve a term of one year from the annual meeting, and shall serve until their successors are duly elected.

Section 4. The president shall preside at all meetings of the board, authorize calls for any 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 that office.

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/treasurer shall keep a true and accurate record of all meetings of the board, shall issue notice of all regular and special meetings, and shall perform such other duties as are generally associated with that office. The system director, or a member of the staff may be designated to perform any or all of the above duties.

ARTICLE IV  
Meetings

Section 1. Regular meetings shall be held once every 2 months, the date and hour to be set by the board at its annual meeting. Board meeting date and agenda shall be publicized before meetings as required by Chapter 19 of the Wisconsin Statutes, subchapter IV.

Section 2. The annual meeting shall be held in January.

Section 3. The order of business for regular meetings shall include, but not be limited to, the following items:

- Call to order
- Roll call of members, introduction of visitors
- Public comment
- Minutes of previous regular meeting and any intervening special or closed meeting
- Financial reports
- Reports of special committees
- Report of the director
- Communications
- Reports of individual members
- Adjournment
- Request for future agenda items

Section 4. Special meetings may be held at any time at the call of the President or Secretary/Treasurer or at the call of any two members of the board, for the transaction of business as stated in the call for the meeting. Written notice of the meeting shall be given to all board members at least 24 hours in advance of the special meeting.

Section 5. A quorum for transaction of business shall consist of a simple majority of the Board.

Section 6. Remote Attendance. Trustees may attend the meeting from another location for good reason and with the President's approval. Examples of good reason include, but are not limited to, travel out of state and extended illness or disability. Trustees attending remotely shall be considered part of the quorum and shall be able to vote. Trustees wishing to attend remotely must give the Winnefox office enough advance notice to determine the appropriate technology and set it up.

Section 7. Parliamentary Authority. Robert's Rules Order, latest revised edition, shall govern the parliamentary procedure of the meetings.

ARTICLE V  
Committees

Section 1. Executive Committee. This committee shall consist of up to six members to meet with the director upon call. The committee shall be comprised of the current officers and three members-at-large, to be appointed by the president. 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. The at-large appointments shall attempt to provide the Committee with representation from each County.

Section 2. Ad Hoc Committees. Ad Hoc committees for the study of special problems will 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 representatives.

Section 3. All committees shall make a progress report to the library board at each of its meetings.

Section 4. No committee will have other than advisory powers unless, by suitable action of the board, it is granted specific power to act.

Section 5. Committee Appointments. All Committee appointments are made by the President and shall be for one-year terms (with the exception of the officers that serve as members of the Executive Committee).

ARTICLE VI  
Duties of the Board of Trustees

Section 1. Determine the policies of the system and adopt a plan of library service for the system.

Section 2. Advise in the preparation of the budget, approve it, and ensure that adequate funds are provided to operate the system service program in accordance with the state standards and the plan of library service.

Section 3. Study and support legislation that will bring about the greatest good to the greatest number of library users.

Section 4. Cooperate with other public officials and boards and maintain vital public relations.

ARTICLE VII  
System Director

The system resource library director shall be the system director. The director shall be considered the executive officer of the board and shall have sole charge of the administration of the system under the direction and review of the board. The director shall be held responsible for the care of the system's assets and property, for the employment and direction of the staff, for the efficiency of the system's service to its member libraries and the public, and for the operation of the system under the financial conditions set forth in the annual budget and plan of service. The director shall attend all board meetings but shall have no vote.

ARTICLE VIII  
General

Section 1. The board shall operate as a committee of the whole and shall conduct system business only as a board. Individual action on the part of any committee or individual shall not be binding on the board.

Section 2. 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 move or second a proposal before the board.

Section 3. 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 (16) of the members of the board shall be present and two-thirds of those present shall so approve.

Section 4. No immediate relative (son, daughter, brother, sister, wife, husband, mother, or father, or anyone else situated in similarly close relationship) of a system board member or any administrative member of the system staff shall be considered for employment on the system library staff.

Section 5. These bylaws, having been adopted by a majority of all members may be altered, added to, or repealed only by the majority vote of all members of the board at a regular or special meeting provided written notice of the proposed amendment shall have been mailed to all members at least 14 days prior to the meeting at which such action is proposed to be taken.

Adopted by the Winnefox Library System Board of Trustees on June 14, 1989. Amended November 26, 2002; January 31, 2007; January 25, 2012 and September 28, 2016.