

**ARTICLE I
IDENTIFICATION**

The name of this organization is the Board of Trustees of the McMillan Memorial Library, located in Wisconsin Rapids, Wisconsin, established by the Wisconsin municipality of the City of Wisconsin Rapids, 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 as enumerated in these By-Laws.

**ARTICLE II
DUTIES OF THE BOARD OF TRUSTEES**

Section 1: The Board shall act as the policy making body of the McMillan Memorial Library, in compliance with all Wisconsin Statutes relating to operation of public libraries.

Section 2: The Board shall be committed to incorporating the values of diversity, equity, and inclusion in the governance and operations of the McMillan Memorial Library.

Section 3: The Board shall hire a qualified library administrator in accordance with state statutes. The administrator shall be responsible to the Board.

Section 4: The Board shall adopt policies governing the kinds of services to be offered by the library; the selection and purchase of books, and other related library materials; and the personnel administration of the staff.

Section 5: The Board shall adopt annual budgets sufficient to carry on the library's program of services, to pay library salaries, and to maintain the library's building, and shall initiate action to obtain the necessary funds from the pertinent municipality, county, system, or state.

Section 6: The Board shall encourage the growth of grants, gifts, and other forms of support for the library and shall contract with a trust company or bank for the investment and reinvestment of endowment funds.

Section 7: The Board shall have exclusive control of the expenditure of all moneys collected, donated, or preoperated for the library fund and shall audit and approve all library expenditures.

Section 8: The Board shall regularly review various physical and building needs to see that they meet the requirements of the total library program.

Section 9: The Board shall conduct strategic planning processes for the library.

**ARTICLE III
MEMBERSHIP**

Section 1: Appointments and Terms of Office. Appointments and terms of office are as provided by the relevant subsections of Wisconsin Statutes. The Board may appoint a non-voting youth representative.

Section 2: Meeting Attendance. Members shall be expected to attend all meetings except as they are prevented by a valid reason. Members are expected to notify the person appointed to serve as Library Secretary when they must miss a meeting.

ARTICLE IV OFFICERS

Section 1: The officers of the Board shall be a President, Vice President, Secretary and Treasurer elected from among the appointed Trustees at the annual meeting of the Board or an adjournment thereof, or at a special meeting called for the purpose. The President, Vice President and Secretary shall serve terms of one year from the annual meeting at which they are elected and until their successors are duly elected. The Treasurer shall serve a term of three years. No member shall hold more than one office at a time. No officer may serve more than three successive terms in any specific office. Vacancies in office shall be filled by vote at the next regular meeting of the Board after the vacancy occurs, or at a special meeting called for the purpose.

Section 2: The duties of the officers shall be as follows:

1. 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 member of all committees except the nominating committee and generally perform all duties associated with the office of President.
2. 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.
3. The Secretary shall keep true and accurate minutes of all meetings of the Board, see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, and shall perform such other duties as are generally associated with the office of Secretary.
4. The Treasurer shall be bonded at the discretion of the Board of Trustees and shall act as special trustee for all library bequests, endowments, and funds not held by the City Treasurer and shall submit quarterly reports of these funds to the Board of Trustees.

Section 3: The Board may appoint a member of the library staff to act as assistant to the Secretary in keeping a true and accurate record of the Board's meetings, sending notices of all Board and committee meetings, and to conduct the Board's correspondence as directed by the President.

Section 4: A nominating committee shall be appointed by the President two months prior to the annual meeting and shall present a slate of officers at the annual meeting. Additional nominations may be made from the floor at that time.

ARTICLE V MEETINGS

Section 1: Regular Meetings. Regular monthly meetings shall be scheduled by the Board. Written notices, agendas and supplemental material pertinent to matters intended for consideration shall be sent to the Board in advance of all meetings.

Section 2: Annual Meeting. The July meeting of the Board shall be designated the annual meeting, at which time officers shall be elected from a slate presented by an ad hoc nominating committee.

Section 3: Special Meetings. Special meetings may be called by the President, and shall be called at the written request of any three members of the Board, for transaction of business as stated in the call for the meeting. Except in cases of emergency, the written notices of special meetings shall be sent not

later than three days prior to the meeting; and shall include information about the purpose for which the meeting is being called. In no case may less than 2 hours' notice be given.

Section 4: Quorum. A majority of the membership of the Board or Committee shall constitute a quorum for the official transaction of business.

Section 5: Open Meetings Law Compliance. All Board meetings and all committee meetings shall be held in compliance with Wisconsin's open meetings law. 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 6: 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.

Section 7: Parliamentary Authority. *Robert's Rules of Order, latest revised edition*, shall serve as the parliamentary authority governing the Board's conduct of its business in all cases in which they are not inconsistent with these By-Laws or any of the Wisconsin Statutes applicable to this Board.

ARTICLE VI COMMITTEES

Section 1: There shall be four standing committees of the Board of Trustees; Building and Grounds, Services, Personnel and Finance. Each committee shall consist of no fewer than three members and the President shall serve as an ex officio member on all committees. The President shall not serve as a voting member on a standing committee, unless the President's attendance serves to establish a quorum, where a meeting otherwise lacks a quorum of a committee's appointed members. Standing committees shall be appointed by the President promptly after the Annual meeting and shall be advisory to the Board of Trustees. Committee chairpersons shall call committee meetings and shall preside at these meetings. A majority of appointed members of a committee shall constitute a quorum. In the event a standing committee meeting cannot be attended by a quorum of appointed members, the President's attendance may count towards a quorum, and the President shall serve with the same expectations and rights as any other voting member of the committee for that meeting.

Section 2: The duties of the committees shall be as follows:

1. The Building & Grounds Committee shall survey, with the administrator, building, maintenance, and equipment needs and shall make recommendations to the Board concerning repairs, replacements or additions needed to keep the library property in good condition at all times. These recommendations shall be made at least once a year so that estimates for their implementation can be included in the annual budget request presented to the Common Council.
2. The Services Committee shall study, with the administrator, services being offered by the library, and shall recommend to the Board general policies for service operations and proposals for service improvements.
3. The Personnel Committee shall assist the administrator in all matters concerning personnel, which would include salary scales, staff changes, professional qualifications and other personnel matters relative to the efficient operation of the library. The Committee shall also conduct an annual evaluation of the Library Director.
4. The Finance Committee shall study, with the administrator, the Library's financial needs and shall make recommendations to the Board concerning the preparation and administration of the annual budget as well as overseeing the management of the Library's endowment funds.

Section 3: Nominating Committee. (See Article IV, Section 4).

Section 4: Ad Hoc Committees. The President of the Board shall have authority to appoint, with the approval of the Board, any special or ad hoc committees as may be deemed necessary because of special circumstances, problems or projects. These committees may also include staff and public representatives, as well as outside experts. No committee will have other than advisory powers to the Board of Trustees.

**ARTICLE VII
CONFLICT OF INTEREST**

Section 1: Board members may not in their private capacity negotiate, bid for, or enter into a contract with the McMillan Memorial 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 their vote or other official action.

**ARTICLE VIII
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: The By-Laws of the McMillan Memorial Library Board of Trustees may be amended by a two-thirds vote of the Board membership. Proposed amendments will be voted on at the Board meeting following the meeting at which they are presented.

Adopted by the Board of Trustees of the McMillan Memorial Library

on the 17th day of May, 2023.