

T. B. SCOTT FREE LIBRARY BOARD OF TRUSTEES BYLAWS

Adopted by the T. B. Scott Free Library Board of Trustees 6/18/2008

Amended: 7/20/2011, 11/20/2013, 2/15/2017; Reviewed 11/25/2020.

Review Date: 2023

Article I Identification

This organization is the Board of Trustees of the T. B. Scott Free Library, located in Merrill, Wisconsin, established by the Wisconsin municipality of Merrill, 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. Membership on the Board of Trustees shall be in accordance with the Wisconsin State Statutes and Administrative Code. As of July 1, 1973, the Board of Trustees is made up of nine members serving three-year terms. Six residents of the city are appointed by the Merrill Mayor and confirmed by the Common Council. The Superintendent of the Merrill Area Public Schools or the Superintendent's representative shall also be a member of the Board, as provided by State Statute. Two residents of Lincoln County shall be appointed by the County Board Chair and confirmed by the County Board.

Section 2. Terms of Office. Only one member of the Common Council shall be a member of the Board of Trustees at any one time. Only one member of the County Board shall be a member of the Board of Trustees at any one time.

Section 3. Compensation. No compensation shall be paid to the Board of Trustees for their service as such, but they may be reimbursed for their actual expenses incurred in performing duties outside the city if so authorized by the Board of Trustees. Board members may receive reimbursement for necessary expenses incurred in performing their duties if so authorized by the Library Board and the municipal governing body.

Section 4. Meeting Attendance. Members shall be expected to attend all meetings except as they are prevented by a valid reason. If at all possible, members shall notify the Library Director by noon of the meeting day if they cannot attend a meeting.

Article III Officers

Section 1. Officers. The officers of the Board shall be the President, the Vice-president, and the Financial Secretary of the Endowment Fund. The Library Director shall act as the Board Secretary, but is not considered to be a member of the Board of Trustees.

Section 2. Election. The President of the Board shall appoint a Nominating Committee at the November meeting of the Board. The Nominating Committee shall prepare a slate of officers consisting of a President, a Vice-president, and a Financial Secretary for presentation to the Board at the annual meeting in January. Additional nominees may be proposed from the floor at the annual meeting, providing that prior consent of the nominee(s) has been obtained. The officers shall be chosen by a majority vote of the members of the Board present at the annual meeting.

Section 3. Term. The officers shall be elected for a one-year term commencing on the date of their election. A vacancy in the presidency shall be filled by the Vice-president. Vacancies in the offices of Vice-president or Financial Secretary shall be filled at the next meeting of the Board after the vacancy occurs. No member shall hold more than one office at a time.

Section 4. President's Duties. The President shall preside at all Board meetings, appoint all committees, call special meetings, decide all points of order, execute all documents authorized by the Board; serve as an ex-officio voting member of all committees except the Nominating Committee, and generally perform the duties of a presiding officer.

Section 5. Vice-President's Duties. The Vice-president shall preside in the absence of the President and shall assume the office of President if the President is not able to serve.

Section 6. Financial Secretary's Duties. The Financial Secretary shall serve as the Chair of the Endowment Committee and shall semiannually make the proper reports showing in detail the amount, investment income, and disbursements from the trust funds in his/her charge in accordance with the Wisconsin State Statute 43.58(6) and (7)(d).

Section 7. Library Director's Duties. The Director of the Library shall have sole responsibility for administration of the Library under the direction and review of the Board. He/she also shall act as Secretary for the Board, except when his/her appointment or salary are being discussed or decided. He/she shall issue notice of all regular and special meetings, keep true and accurate minutes of all meetings, and otherwise perform the general duties of a secretary.

Article IV Meetings

Section 1. Regular Meetings. The regular meeting of the Board of Trustees shall be held the third Wednesday of each month unless an alternate date is approved by the Board.

Section 2. Annual Meeting. The regular meeting in January of each year will be the annual meeting, which shall include the election of officers.

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 posted by the Library in print and/or electronic formats.

Section 5. Special Meetings. Special meetings shall be called by the President whenever, in the President's judgment, they may be necessary or at the written request of three trustees. Only business stated on the meeting notice may be transacted during the meeting. Notice stating the time and place of any special meeting and purpose for which it is called shall be given each member of the Board and to City Hall at least 48 hours in advance of such meeting, unless such notice is waived by a 2/3 majority of the Board members and corresponds to current state open meeting laws.

Section 6. Quorum. A quorum for the transaction of business at any Board meeting shall consist of a majority of the members of the Board.

Section 7. Open Meetings Law Compliance. All Board meetings and all committee meetings shall be held in compliance with Wisconsin's open meeting law (WI Stat. 19.81-19.98).

Section 8. Parliamentary Authority. The Standard Code of Parliamentary Procedure by Alice Sturgis, latest edition, shall be the parliamentary authority governing all meetings of the Board of Trustees and its committees, in all cases in which it is not inconsistent with these bylaws and any statutes applicable to this Board.

Article V Committees

Section 1. Standing Committees. There shall be three standing committees of the Board of Trustees: Personnel and Finance, Building and Grounds, and the Endowment Fund. Committee appointments shall be made at the February Board meeting. Committees shall make recommendations to the Board as pertinent to Board meeting agenda items. Any member of the Library Board may attend meetings of any committee.

Section 2. Personnel and Finance Committee. The Personnel and Finance Committee shall supervise personnel and financial matters and make recommendations to the Board concerning those areas.

Section 3. Building and Grounds Committee. The Building and Grounds Committee shall oversee all matters pertaining to the general care of the building and grounds and make recommendations to the Board on those matters.

Section 4. Endowment Fund Committee. The Endowment Fund Committee shall supervise all endowments and trust funds administered by the Board of Trustees and shall make recommendations to the Board concerning these matters. One of the committee members shall be the Financial Secretary.

Section 5. Nominating Committee. (See Article III, Section 2.)

Section 6. Ad Hoc Committees. Ad hoc committees for the study of special issues 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 7. 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 T. B. Scott Free Library is vested in the Board of Trustees. Subject to state and federal law, 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 determine the duties and compensation of all library employees.

Section 3. The Board shall approve the budget and make sure that adequate funds are provided to finance the approved budget.

Section 4. The Board shall have exclusive control of all moneys collected, donated or appropriated for the library fund and shall audit and approve all library expenditures.

Section 5. The Board shall ensure supervision and maintenance of the 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. The Board shall study and support legislation that will bring about the greatest good for the greatest number of library users.

Section 7. The Board shall cooperate with other public officials and boards and maintain vital public relations.

Section 8. Board members shall work cooperatively as needed with the director(s) and other staff to meet the needs of library users.

Section 9. The Board shall approve, prior to submission, the required annual report to the Wisconsin Department of Public Instruction's Division for Libraries and Technology, as well as annual reports to the Common Council and County Board.

Section 10. Board members shall follow all guidelines on confidentiality of records.

Section 11. Board members shall accept Board decisions and work toward implementing them even if the decisions do not conform to the individual's personal opinions.

Article VII Expenditures

Expenditures of library funds shall be in accordance with the Wisconsin State Statutes and Administrative code. All bills and claims shall be approved by the Board, signed and initialed by the library secretary or her/his designee, then forwarded to the City Finance Director/City Treasurer for payment. Recurring payments, including payroll, may be paid by the due date and then submitted to the Board at its next regular meeting. In such cases where payments are required prior to a board meeting, any two Board members may approve all bills and claims and forward them to the City Finance Director/City Treasurer for the issuing of payment.

**Article VIII
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 director shall act as technical advisor to the Board. The director shall attend all Board meetings, acting as secretary (but may be excused from closed sessions), but shall have no vote.

**Article IX
Conflict of Interest**

Section 1. Board members may not in their private capacity negotiate, bid for, or enter into a contract with the T. B. Scott Free 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 X
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. 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. These bylaws may be amended at any regular meeting of the Board of Trustees, 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. A majority of a quorum may pass an amendment.