

BYLAWS OF THE MIDDLETON PUBLIC LIBRARY BOARD OF TRUSTEES

Article I: Name

This organization shall be called "Middleton Public Library Board of Trustees" (the "Board") existing by virtue of the provisions of Chapter 43 of the Laws of the State of Wisconsin and exercising the powers and authority and assuming the responsibilities delegated to it under said statute.

Article II: Board Composition

Section 1. The Board shall be composed of nine trustees. Six of the trustees shall be at-large members, appointed by the Mayor of the City of Middleton and approved by the Middleton Common Council. The remaining three trustees shall be liaison trustees, including the following:

- a. The superintendent of the Middleton-Cross Plains Area School District ("MCPASD") or another employee of the MCPASD that he/she designates;
- b. One alderperson of the Middleton Common Council, appointed by the Mayor; and
- c. One member of the Board of Directors of the Friends of the Middleton Library, appointed by that board.

Liaison trustees shall perform duties common to all trustees. Liaison trustees shall also: 1) provide information to the Board regarding activities and interests of their respective organizations, and 2) communicate with their respective organizations regarding activities and interests of the Library and the Board. Liaison trustees should be mindful of their obligations to both the Board and their respective organizations, and shall promptly disclose any conflicts of interest.

Section 2. Trustee appointments shall be for three years. After completion of one full term, a trustee may be reappointed for one additional term.

Section 3. A trustee may resign by giving notice to the Secretary, who shall advise the Board of such resignation. When a resignation occurs, a replacement trustee shall be appointed per Article II, Section 1 to fill the unexpired term. He/she is eligible for reappointment to two additional three year terms.

Section 4. Trustees shall be allowed four (4) absences from regular meetings within a calendar year. Trustees are expected to notify the Director when he/she must miss a meeting. When a trustee's absences exceed the stated allowance, the President of the Board shall inform the Mayor.

Section 5. A trustee may be removed by a majority vote of the Middleton Common Council. A proposal to remove a trustee may be made to the Common Council by the Mayor, the Library Director, or by a majority of the Board. In addition, a liaison trustee shall be automatically removed if that individual ceases to be affiliated with the liaison organization.

Article III: Officers

Section 1. The officers of the Board shall include a president, a president-elect, and a secretary, elected from among the trustees at a regularly scheduled meeting of the Board.

Section 2. A nominating committee shall be appointed by the president. The nominating

committee will present a slate of officers at the regularly scheduled meeting of the Board one month prior to the last month of the current officers' terms. Additional nominations may be made from the floor.

Section 3. Officers shall serve a term of one year, starting at the beginning of the meeting at which they are elected and continuing until their successors are duly elected. Officers shall not serve more than two consecutive terms in the same position.

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 president-elect, 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. The president-elect shall also observe and communicate with the president in anticipation of assuming the role of president during a subsequent term. However, the president-elect will only become president if nominated and elected pursuant to Article III, Sections 1 and 2.

Section 6. The secretary 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 other duties as are generally associated with that office.

Section 7. The Board by a majority vote may delegate to appropriate staff any duties or responsibilities assigned to any officer.

Article IV: Meetings

Section 1. Regular meetings shall be held each month, the date and hour to be set by the Board.

Section 2. All Board meetings and all committee meetings shall be held in compliance with Wisconsin's open meetings law (Wis. Stats. Sections 19.81 to 19.98).

Section 3. Meeting agendas and notices shall indicate the time, date, and place of the meeting, and shall indicate all subject matters intended for consideration at the meeting.

Section 4. The order of business for regular meetings may include, but not be limited to, the following items:

- a. Call to order
- b. Approval of minutes of previous regular meeting and any intervening special meeting
- c. Action on bills and expenditures.
- d. Progress and service report of the Director
- e. Management staff reports
- f. Staff meeting reports
- g. Committee reports
- h. Communications
- i. Specific items on which action is required or discussion takes place
- j. Public presentation to, or discussion with, the Board
- k. Adjournment

Section 5. Special meetings may be called by the secretary at the direction of the president, or at the request of two trustees, for the transaction of business as stated in the call for the meeting. Notice of special meetings shall be given to each trustee by delivering electronic notice at least five days before the time set for such meeting.

Section 6. A quorum for the transaction of business at any meeting shall consist of five trustees present in person.

Section 7. Proceedings of all meetings shall be governed by *Robert's Rules of Order*, except when in conflict with these by-laws.

Article V: Library Director

The Board shall appoint a qualified Library Director who shall be executive and administrative officer of the Library on behalf of the Board and under its review and supervision. The Director will be responsible for the hiring, direction, and supervision of staff, the care and maintenance of property, ensuring an adequate selection of books and materials, maintaining effective and efficient Library service to the public, and for the Library's financial operation within the limitations of the budgeted appropriation. The Director shall report to the Board at regular meetings regarding performance of these duties, including hiring or promotion of staff, financial condition and expenditures, significant operational issues or concerns, and special initiatives or activities of the Library.

Article VI: Committees

Section 1. Standing committees shall include a personnel committee, a development committee, and a building committee. Appointments to each committee shall be made by the president. Positions on the personnel committee may only be filled by trustees. The majority of positions on the development and building committees shall be filled by trustees, but remaining positions may be filled by non-trustees.

Section 2. The duties of each standing committee are as follows:

- a. Personnel Committee: The Personnel Committee shall review and monitor the performance of the Library Director. When necessary, the Personnel Committee shall also conduct a search and recommend the hire of a new Library Director. The Library Director may seek advice of the Personnel Committee with respect to personnel issues regarding library staff at his or her discretion.
- b. Development Committee: The Development Committee shall engage in and direct fundraising activities to benefit the Library through the Middleton Library Foundation ("Foundation"). Funds raised for the Foundation shall be used for improving the physical environment of the Library, while the Friends of the Middleton Library will continue to raise funds for programming. Expenditures of less than \$500 from the Foundation may be approved by the Library Director, but shall also be reported to the Board. Expenditures of \$500 or more from the Foundation shall be made only upon recommendation of the Development Committee, and approval of a majority of the Board.
- c. Building Committee: The Building Committee shall study and monitor issues and projects related to the library building.

Section 3. The president may create and appoint members to ad hoc committees for study of special issues or for work on other business of the Board not covered by a standing committee. Any such committee shall be considered to be discharged upon the completion of the purpose for which it was appointed. Ad hoc committees may also include staff, public representatives, and/or outside experts.

Section 4. All committees currently active shall make a progress report to the Board at each of its meetings.

Section 5. All committees will only have advisory power unless granted by suitable action of the Board the specific power to act on the Board's behalf.

Article VII: Conflict of Interest

Section 1. A trustee has a conflict of interest with regard to any contract or transaction between the Library and: (a) the trustee; (b) an organization in or of which the trustee, or a member of the immediate family of the trustee, is a director, officer or legal representative; or (c) an organization in or of which the trustee, or a member of the immediate family of the trustee, has a material financial interest.

Section 2. A trustee shall disclose all conflicts of interest before any vote is taken by the Board to approve a contract or transaction involving the conflict. Such disclosure shall include all material facts regarding the trustee's interest in the contract or transaction.

Section 3. No trustee shall vote on any matter under consideration by the Board in which he or she has a conflict of interest. The minutes of any such meeting shall reflect that the disclosure required by paragraph 1.2 of this Statement was made and that the trustee who had a conflict of interest abstained from voting on any matter affected by the conflict of interest. Any trustee who is uncertain whether a conflict of interest may exist in any matter may ask the Board to resolve such question by majority vote, and the person requesting such vote shall abstain from that vote.

Section 4. No trustee may accept any gift or any compensation from any person or entity that seeks to do business with the Library under circumstances that might reasonably appear to influence or potentially influence such individual in the performance of his or her duties as a trustee.

Article VIII: Amendments

Section 1. The by-laws may be amended by the majority vote of the Board provided that written notice of all proposed amendments is provided to trustees at least five days prior to the meeting at which such amendment is proposed.

Section 2. Any rule or resolution of the Board, whether contained in these by-laws 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 at least six trustees are present and two-thirds of those present approve.

Adopted March 12, 1981
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