

# **BYLAWS**

## **THE FRANKLIN PUBLIC LIBRARY BOARD OF TRUSTEES**

### **Article I**

#### **IDENTIFICATION**

The name of this organization is the Franklin Public Library Board of Trustees. It is located in Franklin, Wisconsin 53132, existing by virtue of the provisions of Chapter 43 of the Wisconsin Statutes, and exercising the powers and authority and assuming the duties granted to it under said statute and the Franklin Municipal Code.

### **Article II**

#### **MEMBERSHIP**

**Section 1. Number and qualifications.** The governing body of the library is composed of nine (9) trustees as appointed by the Mayor and confirmed by the Common Council, representing the citizens of Franklin. Trustees shall be a resident of the City of Franklin. The Mayor shall appoint one (1) school administrator, or his/her representative, to represent the Public School District, and one (1) member of the Common Council. (Wisconsin State Statute 43.54)

**Section 2. Term of Office.** The term of office of a trustee shall be three years from July 1 in the year of appointment. Vacancies shall be filled for unexpired terms in the same manner as regular appointments are made.

**Section 3. Meeting Attendance.** Trustees shall be expected to attend all Board meetings except as they are prevented by a valid reason.

**Section 4. Board Recommendations.** The Board may recommend to the appointing official that a trustee serve no more than two full consecutive terms. If a trustee is appointed to serve an unexpired term of office exceeding 18 months, it shall be considered a full term. It shall be the duty of the president to notify the appointing authority of a vacancy, and by direction of the Board, suggest to the appointing authority name(s) of person(s) who may qualify to fill the position. Any trustee who has three consecutive unexcused absences (failure to attend a meeting with no prior notification to the Library's Executive Director or Board President that one will be absent) or more than 5 excused absences during a calendar year may be subject to disqualification. The president shall notify the appointing authority, request the disqualification of the trustee, and suggest persons qualified to fill the position.

### **Article III**

## **OFFICERS**

**Section 1.** The officers shall be a president, a vice president, a secretary, and a treasurer, elected from among the trustees within 60 days of July 1 of each year. No trustee shall be eligible to serve more than 2 consecutive terms in the same office. An officer may be re-elected to the same position after a lapse of one year.

**Section 2.** Officers shall serve a term of one year from the meeting at which they are elected or until their successors are duly elected. No individual shall hold more than one office at a time.

**Section 3.** 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, and generally perform all duties associated with that office.

**Section 4.** The vice president, in 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. In the absence of the president and vice president, the secretary shall assign a trustee to perform the duties and functions of the president.

**Section 5.** The secretary, with the assistance of the Library Director as necessary and appropriate, 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 6.** The treasurer, with the assistance of the Library Director as necessary and appropriate and after audit and approval of all expenditures by the Board, shall forward the bills or vouchers covering the expenditures, setting forth the name of each claimant or payee, the amount of each expenditure and the purpose for which it was expended, to the City's Finance Director. Such transmittal shall include a statement, signed by the treasurer, that the expenditure has been incurred and that the Board has audited and approved the expenditure. Notwithstanding the above, regular wages or salary or other recurring payments, authorized by the Board and verified by the Library Director, may be paid by the City's Finance Department by the date due or, in the case of salaries, by the regular pay day. The Board shall audit and approve any such payment at its next regular meeting. The treasurer shall make monthly reports to the Board showing in detail the amount and investment of, and income and disbursements from the funds in his or her charge. In the absence or inability of the treasurer, the duties shall be performed by such other individuals of the Board as the Board may designate.

## Article IV

### MEETINGS

**Section 1. Regular Meetings.** The regular meetings shall be held each month, date and hour to be set by the Board at its annual meeting to be held at the first meeting after July 1 in each calendar year.

**Section 2. 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 3. Minutes.** Minutes of all meetings shall, at a minimum, indicate board trustees present, all items of business, all motions (except those that were withdrawn), and the result of all votes taken. Approved board minutes are kept in the official minute book of the library board and posted on the City of Franklin website.

**Section 4. Special Meetings.** Special meetings may be called by the secretary at the direction of the president, or at the written request of two (2) or more trustees, for the transaction of business as stated in the call for the meeting. Except in the cases of emergency, at least 48 hour notice shall be given.

**Section 5. Quorum.** A quorum for the transaction of business at any meeting shall consist of 5 trustees of the Board present in person.

**Section 6. Open Meetings Law Compliance.** All Franklin Public Library Board of Trustees meetings will be held in compliance with Wisconsin's open meetings law (Wis. Stat. §§ 19.81 to 19.98)

**Section 7. Parliamentary Authority.** The rules contained in Robert's Rules of Order, latest revised edition, shall govern the parliamentary procedure of the meetings, in all cases in which they are not inconsistent with these bylaws and any statutes applicable to this Board.

## Article V

### COMMITTEES

**Section 1. Standing Committees.** The following committees shall be appointed by the President- Finance, Building and Grounds, and Personnel.

**Section 2. Ad Hoc Committees.** Ad Hoc committees 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 presented to the Board. These committees may also include staff and public representatives, as well as outside experts.

**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.

## **Article VI**

### **DUTIES OF THE BOARD OF TRUSTEES**

**Section 1.** Legal responsibility for the operation of the Franklin Public 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.

**Section 3.** The Board shall approve the annual budget and determine allocation of funding.

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

**Section 5.** The Board shall supervise and maintain buildings and grounds, as well as regularly review various physical and building needs to see that they meet the total requirements of the total library program.

**Section 6.** The Board may support legislation that it believes in its discretion will be beneficial to the library and its users.

**Section 7.** The Board shall cooperate with other public officials and boards.

**Section 8.** The Board shall approve and submit the required annual report to the Wisconsin Department of Public Instruction Division of Libraries, Technology and Community Learning and to the City of Franklin.

## **Article VII**

### **LIBRARY DIRECTOR**

The Library Director shall be appointed by the Board and considered the executive officer of the library and shall have sole charge of the administration of the library under the direction and review of the Board and subject to the policies established by the Board. The Library Director shall be responsible for the care of the buildings and equipment, for the employment and direction of the staff, for the quality of the library's service to the public, and for the operation of the library under the financial conditions set forth in the

annual budget. The Library Director shall act as technical advisor to the Board and shall attend all Board meetings but shall have no vote.

## **Article VIII**

### **CONFLICT OF INTEREST**

**Section 1.** Consistent with the Code of Ethics for local government officials in Wis. Stat. § 19.59, a Trustee:

- a. May not in their private capacity negotiate, bid for, or enter into a contract with the Franklin Public Library in which they have direct or indirect financial interest.
- b. Shall withdraw from Board discussion, deliberation and vote on any matter in which the trustee, an immediate family member, or an organization with which the trustee is associated has substantial financial interest.
- c. May not receive anything of value that could reasonably be expected to influence his or her vote or other official action.

## **Article IX**

### **GENERAL**

**Section 1.** An affirmative vote of the majority of all trustees 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 (6) of the trustees of the Board shall be present and two-thirds of those present shall so approve.

## **Article X**

### **AMENDMENT OF BYLAWS**

**Section 1.** These bylaws may be amended at any regular meeting of the Board by majority vote of all trustees of the Board who are present, provided written notice of the proposed amendment shall have been mailed (via regular mail or email addressed to address provided to Library Director) to all trustees at least five calendar days prior to the meeting at which such action is proposed to be taken.

Adopted by the Board of Trustees of the Franklin Public Library on the  
23rd day of July 2018