

# BYLAWS

Category: Governance & Administration  
Number: A.07

Title: **Library Board Bylaws**

Effective Date: June 5, 2008

Authorized By: CFL Board of Trustees

Last Revision or Review: December 6, 2007; June 7, 2007; August 28, 2003; May 24, 2000;  
November 30, 1995

References: Cudahy Ordinance 1.31; Wisconsin State Statute Chapter 43  
Louisiana Library Association Code of Ethics

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## **ARTICLE I Identification**

The name of this organization is the CUDAHY FAMILY LIBRARY, located in Cudahy, Wisconsin, existing by virtue of the provisions of Chapter 43 of the Wisconsin Statutes, and exercising the powers and authority and assuming the responsibilities delegated to it under the said statute.

## **ARTICLE II Board of Trustees**

**Section 1.** The governing body of the Library is composed of nine members as appointed by the Mayor, subject to the approval of the City Council (1.31, Cudahy Municipal Code). Members shall be residents of the community, except that not more than two may be residents of towns adjacent to the municipality (s. 43.54 (1) (a), Wisconsin Statutes). Of these nine members, the Mayor shall appoint as one a school district administrator, or his/her representative, to represent the Cudahy Public School District. Not more than one member of the City Council shall at any one time be a member of the Library Board (1.31, Cudahy Municipal Code).

**Section 2.** The Board shall be divided into three equal classes to initially serve one-, two-, and three year terms respectively. Thereafter, each regular appointment shall be for a term of three years. Each term shall commence on July 1 in the year of the appointment (1.31, Cudahy Municipal Code).

**Section 3.** Any member who moves out of the political subdivision he/she represents shall be responsible for notifying the President of the Board of Trustees. Upon receipt of such notification, the position shall be declared vacant, if the Trustee is the third individual to live outside of the municipality. When any Trustee fails to attend at least three consecutive meetings due to unexcused absences, the Board shall notify the appointing official of the absences.

### **ARTICLE III Officers**

Note: S. 43.54 (2), Wisconsin Statutes requires the Board members only to elect a President "and such other officers as they deem necessary."

**Section 1.** The officers shall be a President and Vice-President, elected from among the appointed Trustees at the annual meeting of the Board. An officer may succeed him/herself. 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 three months prior to the annual meeting who 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 at which they are elected and until their successors are duly elected. No elected officer shall serve more than two consecutive terms in the same office but may be re-elected after a one-year interlude.

**Section 4.** The President shall preside at all the 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, co-sign claim sheets drawn on trust or endowment funds, 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, until the President resumes those duties or in the case of vacancy in the office until an election at the July meeting.

**Section 6.** The library staff's Confidential Secretary shall keep a true and accurate record of all meetings of the Board, shall conduct the general correspondence, and shall perform such duties as are generally associated with that office.

**Section 7.** If a vacancy occurs in the office of the Vice-President, a successor shall be elected and remain in office until the next election.

**Section 8.** In the case of a vacancy in the office of the President, the Vice-President automatically becomes President for the remainder of the term, and a vacancy thereby arises in the office of the Vice-President.

## **ARTICLE IV**

### **Meetings**

**Section 1.** The regular meetings shall be held each month, the date and hour to be set by the Board at its annual meeting. A regular meeting may be rescheduled 15 days prior to a regular scheduled monthly meeting.

**Section 2.** The annual meeting, which shall be for the purpose of the election of officers, shall be held at the time of the regular meeting in July of each year.

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

- a. Call to order
- b. Pledge of Allegiance
- c. Roll call of members, introduction of visitors
- d. Adoption/amendment of agenda
- e. Public comment
- f. Disposition of minutes from the previous regular meetings and any intervening special or closed meetings
- g. Financial report
- h. Action on bills
- i. Librarian's report
- j. FOCL report
- k. Committee reports
- l. Communications
- m. Unfinished business
- n. New business
- o. Request for agenda items
- p. Adjournment

The order of business may be changed at a regular meeting by a unanimous consent of the Trustees present.

Items not on the agenda may be placed on the agenda at a general meeting with the unanimous consent of the Trustees present.

The public comment section is provided, not as a time for discussion between the public and the Board, but as an opportunity for the public to offer comments for the Board's consideration at the appropriate time. The time allowed for individual comments and the total time allowed for public comment may be limited by the President in order to complete the business of the meeting.

**Section 4.** Special meetings may be called by the President, or at the request of three members, for the transaction of business as stated in the call for the meeting.

**Section 5.** A quorum for the transaction of business at any meeting shall consist of five members of the Board. If it is impossible for a board member to participate in a meeting in person, he or she may participate electronically by speakerphone, videophone, or another real-time means of communication, and such appearance by communication may count in determining a quorum.

**Section 6.** If neither the President nor the Vice-President is available to preside at a regularly scheduled meeting of the Board of Trustees, a chairperson of one of the Board committees may preside by consensus or vote of the participating members.

**Section 7.** Parliamentary authority, the latest edition of Robert's Rules of Order, shall govern the procedures at the meetings.

## **ARTICLE V Committees**

**Section 1.** Standing Committees. The following standing committees - Finance, Building and Grounds, Personnel, and Planning - shall consist of three or more members appointed by the President with the approval of the Board. Special committees authorized by the Board may be appointed as occasion may require.

**Section 2.** It shall be the duty of the FINANCE COMMITTEE with the help of the Library Director to prepare an annual budget for the needs of the Library and to present the same to the Library Board of Trustees for their approval. The FINANCE COMMITTEE shall assist in presenting the budget to the Finance Committee of the Common Council. The FINANCE COMMITTEE shall assume such additional finance duties as may be referred to it by the Board of Trustees.

**Section 3.** It shall be the duty of the BUILDING AND GROUNDS COMMITTEE to review the facility and the equipment needs and make recommendations to the Board regarding capital improvements. The BUILDING AND GROUNDS COMMITTEE shall also assume traditional duties as may be referred to it by the Board of Trustees.

**Section 4.** It shall be the duty of the PERSONNEL COMMITTEE to review the salaries and the classification of positions and to evaluate the Director. The PERSONNEL COMMITTEE shall assume such additional personnel duties as may be referred to it by the Board of Trustees.

**Section 5.** It shall be the duty of the PLANNING COMMITTEE to review the Library policies, services, programs, and long-range planning. The PLANNING COMMITTEE shall also assume additional duties as may be referred to it by the Board of Trustees.

**Section 6.** 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. Many of these committees may also include staff representatives. (Ad hoc committees may be Long-Range Planning, Automation, etc.)

**Section 7.** All committees shall make a progress report to the Library Board at each of its meetings.

**Section 8.** No committee will have other than advisory powers unless, by suitable action of the Board, it is granted specific power to act.

**ARTICLE VI**  
**Powers and Duties of the Board of Trustees**

The Library Board shall have the duties and powers as prescribed under Section 43.58 of the Wisconsin Statutes.

**Section 1.** The Library Board shall have exclusive control of the expenditure of all monies collected, donated, or appropriated for the Library fund. The Library Board also shall have exclusive charge, control, and custody of all lands, buildings, money, or other property devised, bequeathed, given or granted to, or otherwise acquired or leased by the municipality for library purposes.

**Section 2.** The Library Board shall audit and approve all vouchers for the expenditures of the Library and forward the vouchers covering the same, setting forth the names of claimants, the amounts of each claim, and the purpose for which expended to the City of Cudahy data processing department. The municipal governing body shall then pay the bill as others are paid (s. 43.58 (2), Wisconsin Statutes).

**Section 3.** The Library Board shall advise in the preparation of the budget, approve it, and make sure that adequate funds are provided to finance the approved budget.

**Section 4.** The Library Board shall select and appoint a competent Library Director (s. 43.48 (4), Wisconsin Statutes).

**Section 5.** The Library Board shall determine the policies of the Library and develop the highest possible degree of operating efficiency in the Library.

**Section 6.** The Library Board shall, through the Library Director, supervise and maintain 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 7.** The Library Board shall study and support legislation that will bring about the greatest good to the greatest number of library users.

**Section 8.** The Library Board shall cooperate with other public officials and boards to maintain vital public relations.

**ARTICLE VII**  
**Library Director**

The Library Director shall be considered the Executive Officer of the Board and shall have sole charge of the administration of the Library under the direction and review of the Board. The

Director shall be responsible for the care of the building and the equipment, for the employment and direction of the staff, for the efficiency 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 Director shall attend all Board meetings but shall have no vote.

## **ARTICLE VIII Compensation**

Board members will be reimbursed for mileage, conference fees, and other necessary expenses incurred in performing their duties so authorized by the Library Board and the municipal governing body (s. 43.54 (1) (d), Wisconsin Statutes).

## **ARTICLE IX 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.

**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 shall be present and two-thirds of those present shall so approve.

**Section 3.** These Bylaws may be amended at any regular meeting of the Board by majority vote of all members of the Board 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.

## **ARTICLE X Code of Ethics**

1. Trustees in the capacity of trust imposed upon them shall observe ethical standards with absolute truth, integrity, and honor.
2. Trustees in an age of intense and ever increasing technological advances must promote just and equal library service at the highest level possible to their community, to all citizens regardless of race, creed, color, or age. To accomplish this it is absolutely necessary to cooperate with other libraries in the state and with the Division for Library Services.
3. Trustees must avoid situations in which personal interests might be served for financial benefits gained at the expense of library users, colleagues, or the institution.
4. It is incumbent upon any trustee to disqualify himself/herself immediately whenever even the appearance of a conflict of interest exists.
5. Trustees must distinguish clearly in their official statements between their personal philosophies and attitudes and those of the institution. Trustees must acknowledge and support the formal position of the Board even if they personally disagree.
6. Trustees must respect the confidential nature of library records and housekeeping business and must be able to distinguish these records from the records the Library keeps for public accounting.

7. Trustees must be prepared by a policy of the Board to support to the fullest the efforts of librarians to resist censorship of library materials by groups or individuals.

8. Trustees as policy makers are clearly distinguished from the Director, who is the administrator. All complaints from staff and/or patrons must be courteously referred to the proper authority. Trustees must refrain absolutely from individual actions, statements, or comments which might undermine the authority of the Director.

9. Trustees who accept appointment to a library board are expected to perform all the functions of library trustees by working harmoniously with the Board, accepting the will of the majority vote without trying to dominate the Board or other Board members or to neglect any share of the Board's work.

10. To the extent permitted by budgetary provision, trustees should participate in state and national trustee organizations in order to strengthen and broaden their individual understanding of the duties of trustees and, because of informed knowledge, better serve the public library.

## **ARTICLE XI Indemnification**

**Section 1.** The Cudahy Family Library shall indemnify and hold harmless each member of the Board of Trustees and Officers now, heretofore, and hereafter serving the Cudahy Family Library, and the heirs, executors, administrators, and personal representatives of such trustees and officers, from and against all costs and expenses which may be imposed upon or incurred by them in connection with or resulting from any claim, demand, action, suit, prosecution, administration, or court proceeding in which they or any of them may be involved by reason of any such trustee or officer having been a trustee or officer of the Cudahy Family Library, whether or not he or she continues to be a trustee or officer at the time such costs and expenses are imposed or incurred. As used herein, the term "costs and expenses" shall include, but not be limited to, counsel fees, costs of investigation and preparation, amounts of judgments, decrees, fines or penalties against the amounts paid in settlement by any such trustee or officer.

Provided, however, that no such trustee or officer shall be indemnified:

(a) With respect to any matter as to which such trustee or officer shall, in any action, suit, or proceeding, be finally adjudged guilty of negligence or willful misconduct in the performance of his or her duties as a trustee or officer, including any violation of the open meeting laws (Ch. 19.81-19.98, Wisconsin Statutes).

(b) In the event of settlement of any such claim, demand, action, suit, or proceeding unless:

(1) such settlement shall with the knowledge of the indemnification provided for hereby be approved by the court having jurisdiction of such action, suit, or proceeding or by any other court of proper jurisdiction in any appropriate action, or

(2) such settlement shall have been determined by the Board of Trustees to be for the best interests of the Cudahy Family Library and shall have been made upon the written opinion of legal counsel selected by or in a manner determined by the Board of Trustees to the effect that there is no reasonable ground of liability for negligence or willful misconduct on the part of such trustee or officer and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such claim, action, suit, or proceeding to a final conclusion.

**Section 2.** The foregoing right of indemnification shall not be deemed exclusive of any other right to which such trustee or officer may otherwise be entitled and shall inure to the benefit of his or her heirs, executors, administrators, and personal representatives. The Cudahy Family Library shall have the right to intervene in, defend, hire counsel, and incur reasonable expense in the defense of such actions, suits, proceedings, or claims brought or asserted against any such trustee or officer of the Cudahy Family Library arising out of his or her acting or having acted as such trustee or officer.