

# MILWAUKEE PUBLIC LIBRARY

## BOARD OF TRUSTEES

### BYLAWS

#### ARTICLE I – NAME AND PURPOSE

The name of this organization shall be the “Milwaukee Public Library,” hereinafter referred to as the “Library.” The purpose of the Library shall be to provide informational, cultural, educational and recreational resources and services to the people of Milwaukee, and through contract, to other appropriate political jurisdictions or organizations.

#### ARTICLE II – GOVERNANCE

**Section 1.** The general management, regulation and control of the Library shall be vested in a Board of Trustees, hereinafter referred to as the “Board,” constituted under Chapter 43 of the Wisconsin Statutes.

**Section 2.** All members of the Board shall be appointed and serve terms as defined in Chapter 43 and are eligible for reappointment. Each shall serve until a replacement is named. In the event of a vacancy, the President shall make a request in writing to the appointing authority, that a replacement be made. The Mayor and Library Director will be copied on the correspondence. As determined by the appointing authority, Trustees may be permitted to serve after their term ends to allow for transitional periods.

**Section 3.** The Board shall have powers as defined under Chapter 43 of the Wisconsin Statutes.

**Section 4.** Trustees may be asked to resign for cause upon a two-thirds approval of the Board. Whenever a member of the Board is unable to attend a scheduled Board or committee meeting, they should notify the secretary or the secretary’s administrative assistant to ensure their absence is excused. If the notification is not received, it will be considered an unexcused absence. The standard for attendance shall be 70%. Unexcused absences representing more than 30% of the Board and/or committee meetings shall be grounds for the Board’s Executive Committee to consider asking the trustee to resign. The attendance record is to be communicated annually to the Trustee and to the President as a matter of record. Continued failure to meet standard attendance requirements may be communicated to the appointing authority.

**Section 5.** Telephone and video conference calls among members of a governmental body fit within the definition of “meeting” subject to the Wisconsin Open Meetings Law. 69 Op. Att’y Gen. 143 (1980). A telephone or video conference call is acceptable as long as the appropriate notice is given and the conference call is made reasonably accessible to the public. It is the Board’s expectation that members of the Board attend meetings in person, but when unavoidable, they may participate in Board meetings via conference calls long as the meeting is properly noticed, and telephone participation is conducted using a speaker phone that allows all those physically present at the meeting to hear any comments made by the conference call participants, and allows those participants to hear what is being said by those physically present.

**Section 6.** All trustees shall serve without pay, but they may be reimbursed for any and all reasonable expenses incurred in the interest of the Library, including membership dues in Library organizations, conference attendance and necessary publications, when so authorized by the Board.

Section 7. Trustees selected as committee chairs will run the committee meeting and represent the committee at regular Board meetings.

### **ARTICLE III – OFFICERS**

**Section 1.** At the annual meeting in May of each even-numbered year the Board shall elect one of its members as president, who shall hold office for two years and shall preside at the meetings of the Board when present. The newly elected president will assume the position immediately following the vote. No one shall serve more than two consecutive terms as president. The president shall preside at all meetings of the Board, authorize calls for any special meetings, appoint all committees and fill any vacancies that may occur, execute all documents authorized by the Board and generally perform all duties associated with that office.

**Section 2.** At the same meeting the Board shall also elect for a term of two years a vice president from among its members. The newly elected vice president will assume the position immediately following the vote. The vice president shall perform the duties of the president in the absence of such officer. No one shall serve more than two consecutive terms as vice president. 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.

**Section 3.** At the same meeting the Board shall also elect for a term of two years a financial secretary who shall also be the chairperson of the Finance & Personnel Committee. The newly elected financial secretary will assume the position immediately following the vote. The financial secretary shall not have the authority to personally invest any Milwaukee Public Library funds. The financial secretary along with the Finance & Personnel Committee and Library Administration will review the performance of the investment broker, investment management firm, or banking institution at least quarterly and report their findings to the Milwaukee Public Library Board of Trustees. The financial secretary shall serve as chair of the Finance and Personnel Committee. Library Administration shall review monthly statements of the Trust Funds performance and present any items of note or concern to the financial secretary.

**Section 4.** The Library Director shall be ex-officio secretary of the Board. The Deputy Library Director shall serve as deputy Board secretary. The Library Director and the Deputy Library Director in this capacity shall be non-voting. The secretary shall keep a true and accurate record of all meetings of the Board, shall execute all documents authorized by the Board, shall issue notice of all regular and special meetings, and shall perform such other duties as are generally associated with that office.

**Section 9.** If a vacancy occurs in any office, a successor shall be elected and remain in office until the next annual election.

## ARTICLE IV – MEETINGS

**Section 1 – Regular Meetings.** Regular meetings of the Board shall be held at a minimum of six times per year. The date and hour for the regular meetings will be set at the Board’s October meeting after the Common Council schedule is issued, but may be subject to change during the year subject to a majority approval of the Board, formal notification of all Board members and satisfaction of statutory requirements in conformity with the Wisconsin Open Meeting law.

**Section 2 – Special Meetings.** Special meetings may be called at the direction of the president, or called at the written request of five members, for the transaction of business as stated in the call for the meeting. Except in cases of emergency, at least 48 hours’ notice shall be given. In no case may less than two hours’ notice be given.

**Section 3 – Annual Meeting.** The annual meeting of the Board shall be held in May at such hour, date and place as the Board may determine.

**Section 4 – Notices.** Each member of the Board shall be notified of regular Board and committee meetings. Any member of the Board may attend and participate in discussion. In the event of an absence or vacancy, the Board President may appoint a substitute Trustee to the committee. The Board shall approve the temporary appointment.

**Section 5 – Open Meetings Law Compliance.** All Board meetings and all committee meetings shall be held in compliance with Wisconsin Open Meeting Law (Wisconsin Statutes Sections 19.81 to 19.98).

**Section 6 – Parliamentary Procedure.** The rules contained in *Robert’s Rules of Order*, latest revised edition [or *The Standard Code of Parliamentary Procedure* by Alice F. Sturgis], 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.

**Section 7 - Quorum.** A majority of filled seats on the board constitutes a quorum for the transaction of business as required by Wisconsin Statutes Section 43.54(1)(e).

## ARTICLE V – COMMITTEES

**Section 1 – Standing Committees.** There shall be five standing committees. The members of these committees shall be appointed annually by the President not later than the first meeting after the annual meeting in May, and shall serve for one year, or until their successors are appointed. All standing committee members must be sitting members of the current Board of Trustees.

**Executive Committee** consisting of four (4) members (the president, the vice-president, the financial secretary and the immediate past-president).

- The Executive Committee shall review any and all amendments to the Board’s bylaws prior to action by the Board.
- The Executive Committee may meet between the meetings of the Board, shall act for the Board in implementing established policies and programs, and shall serve as the administrative arm of the Board. It shall have the power to fill vacancies for officers and members of the Executive

Committee; the persons so appointed are to be confirmed by a majority Board vote and are to serve until the following annual election.

- The Executive Committee shall meet with the Library Director annually in December to review achievements for the year and goals for the coming year.
- The MPL Board President or the President's designee will fill the designated seat on the MPL Foundation Board.

**Finance and Personnel Committee** consisting of five (5) members.

- The Finance & Personnel Committee may review the annual budget summary with the Library Director.
- The Finance & Personnel Committee shall review the performance of the trust fund investment advisor at least quarterly.
- The Finance & Personnel Committee shall hear appeals by regularly appointed employees who by notice of the Library Director have been removed, discharged or demoted, or have been suspended in excess of fifteen days or have received a second suspension for any period within six months of the first, provided they appeal in writing within three days from the time the notice is served upon the employee. No employee regularly appointed shall be removed, discharged, demoted or suspended except for just cause. The Finance and Personnel Committee shall follow the requirements of due process contained in Section 63.43 and 63.44 of the Wisconsin Statutes. (see MPL Board of Trustees Operating Guidelines).

**Innovation and Strategy Committee** consisting of five (5) members.

- The Innovation & Strategy Committee will explore long-term solutions and make recommendations to the Milwaukee Public Library Board of Trustees for strengthening the organization and improving the funding structure of the Milwaukee Public Library.

**Library Building and Development Committee** consisting of five (5) members.

- The Library Building and Development Committee shall recommend any changes in existing space needs, approve major alterations and, when appropriate construction of new facilities.

**Library Services and Programs Committee** consisting of five (5) members.

- The Library Services and Programs Committee shall review Library services and programs.
- The Library Services and Programs Committee shall hear written appeals from the community on issues related to Library services.

**Section 2 – Nominating Committee.** A nominating committee shall be appointed by the president three months prior to the annual May meeting of every even numbered year and shall present a slate of officers at the annual meeting. Additional nominations may be made from the floor at that time.

**Section 3 – Ad Hoc Committees.** The president shall appoint special committees as needed. Ad hoc committees for the study of special problems 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.

Ad hoc committees are advisory to, and not binding on, the Board of Trustees. Only sitting members of the current Board may serve as committee chairs.

**Section 4 – Non-voting positions.** Standing and special committees may include staff, public representatives, as well as outside experts. These individuals will be considered as ex-officio members. These shall be non-voting positions.

**Section 5 – Committee Quorum.** A majority of any committee and a minimum of three members shall constitute a quorum for the transaction of business under its supervision or referred to it.

**Section 6 – Power of the Committees.** No committee will have other than advisory powers unless, by suitable action of the Board it is granted specific power to act and a quorum of the Board is present.

## **ARTICLE VI – GENERAL**

**Section 1 – Bylaws Amendment.** The Milwaukee Public Library Board of Trustees Bylaws may be amended at any regular meeting of the Board, provided that the amendment has been submitted in writing to the full Board at least thirty days before the designated vote. Revised bylaws take affect at the end of the meeting at which they were adopted.

**Section 2 – Bylaws Review.** The Milwaukee Public Library Board of Trustees Bylaws will be reviewed by an Ad hoc committee every four years.

**Section 3 – Public Comment.** The board may hear public comment about particular concern or needs. The board should limit itself to answering basic questions from the public and place the matter on a future meeting agenda if additional discussion or deliberation on the issue is needed.

Although it is not required, the Wisconsin Open Meetings Law does permit a governmental body to set aside a portion of an open meeting as a public comment period. Wisconsin Statutes 19.83(2) and 19.84(2). Such a period must be included on the meeting notice. During such a period, the body may receive information from the public and may discuss any matter raised by the public. If a member of the public raises a subject that does not appear on the meeting notice, however, it is advisable to limit the discussion of that subject and to defer any extensive deliberation to a later meeting for which more specific notice can be given. In addition, the body may not take formal action on a subject raised in the public comment period, unless that subject is also identified in the meeting notice.

## **ARTICLE VII – RECORDS**

**Section 1.** The official records of the proceedings of the Board of Trustees and its committees shall be kept in the secretary's office and shall be open to public inspection and examination upon request. The secretary shall also serve as custodian of the Board's records.

**Section 2.** The Board of Trustees shall comply with Wisconsin Statutes which cover the open records law for public institutions.

## **ARTICLE VIII – LIBRARY DIRECTOR**

**Section 1.** The Mayor shall appoint a Library Director, Section 66.146 (1)(1), Wisconsin Statutes.

**Section 2.** The Library Director shall serve as the chief executive officer of the Library system, subject to the policies established by the Board, as well as Secretary ex-officio of the Board of Trustees. This shall be a non-voting position.

**Section 3.** The Library Director in keeping with the policies of the Board, shall be responsible for the operation of the library, its facilities, equipment, staffing, and collection, and for its financial operation within the limitations of the budgeted appropriation, for the efficiency of Library service to the public.

**Section 4.** It shall be the duty of the Library Director, as secretary of the Board of Trustees, to be present at meetings of the Board and of the committees. In the absence of the Library Director, the Deputy Library Director will act in this capacity.

## **ARTICLE IX – CONFLICT OF INTEREST**

**Section 1 – Prohibition to Contract or Bid.** Board members may not in their private capacity negotiate, bid for, or enter into a contract with the Milwaukee Public Library in which they have a direct or indirect financial interest.

**Section 2 - Recusal.** 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 – Avoidance of Influence.** A Board member may not receive anything of value that could reasonably be expected to influence their vote or other official action.

**Section 4 – Code of Ethics.** The City of Milwaukee Code of Ethics (Chapter 303, Milwaukee Code) is accessible on the official website of the City of Milwaukee: <https://city.milwaukee.gov/home>

## **ARTICLE X – REPRESENTATION**

Under City Charter the City Attorney shall represent the Board and defend the Board and its members in any legal action.

## **REVISIONS**

*Revisions to the Milwaukee Public Library Board of Trustee Bylaws prepared by the Milwaukee Public Library Board of Trustees Ad-Hoc Bylaws Committee October 28, 2008 through February 13, 2009.*

*Reviewed by the Deputy City Attorney on March 5, 2009.*

*Approved by the Milwaukee Public Library Board of Trustees at their March 17, 2009 meeting.*

*Revision to Article IV – Quorum, Section 1, approved by the Milwaukee Public Library Board of Trustees at their May 20, 2010 meeting.*

*Revisions to the Milwaukee Public Library Board of Trustee Bylaws prepared by the Milwaukee Public Library Board of Trustees Ad-Hoc Bylaws Committee, convened on December 17, 2018.*

*Approved by the Milwaukee Public Library Board of Trustees at their April 23, 2019 meeting.*

*Revised to permit participation in closed session discussion by telephone or video conference call. Clarified the date upon which newly elected officers assume their office. Submitted to the Milwaukee Public Library Board of Trustees at their May 26, 2020 meeting.*

*Article III, Section 3 revised to strike the statement ‘The financial secretary shall serve as chair of the Finance and Personnel Committee and shall receive monthly statements of the Trust Funds performance from the investment management firm.’ and add the statement ‘Library Administration shall review monthly statements of the Trust Funds performance and present any items of note or concern to the financial secretary.’ Submitted and approved by the Milwaukee Public Library Board of Trustees at their June 28, 2022 meeting.*