Wisconsin Library Services Bylaws

Twelfth Revision of the Bylaws, Approved May 29, 2026

ARTICLE I: NAME

This not-for-profit corporation shall be known as WiLS or the Wisconsin Library Services, also referred to in this document as the Organization.

The Organization was officially formed on July 7, 1972, as the Council of Wisconsin Librarians (COWL). In December 1981, the organization changed its name to Council of Wisconsin Libraries. The current name was adopted in March 2000.

ARTICLE II: PURPOSE

WiLS is a non-profit membership organization that facilitates collaborative projects and services to save members time and money and to advance library service, primarily in the state of Wisconsin. Members are primarily libraries, though the organization also serves cultural institutions, government agencies, and other non-profits in order to develop partnerships to advance the mission of the organization.

ARTICLE III: MEMBERSHIP

A. Membership in WiLS shall be of libraries, educational or cultural organizations, governmental agencies, and non-profit agencies.

B. To join or leave membership, an eligible organization should inform WiLS in writing.

C. Members are eligible to participate in programs and services provided they meet and agree to specific criteria or contractual requirements that may be established for individual services and they remain members in good standing per the provisions outlined in the Member Agreement.

D. Each WiLS member has one (1) designated Voting Representative. The Voting Representative is chosen by the member institution at the time the member joins the Organization, and a statement in writing by the member institution to WiLS constitutes the only action necessary to appoint a new person as the Voting Representative of that member institution. Member institutions may designate additional non-voting contacts for the purposes of communications and Board eligibility.

E. Voting Representatives may cast one vote on behalf of their member institution in WiLS membership meetings and WiLS Board elections.

ARTICLE IV: MEETINGS OF MEMBERS

A. The Organization shall hold an Annual Meeting of Members. The agenda for the Annual Meeting of Members shall include but not be limited to an overview of the previous year and may be held virtually.

B. Attendance at the Annual Meeting is open to all members.

C. WiLS shall deliver to each member institution a notice of each member meeting, stating the time and place of the meeting. Notice of a member meeting shall be given not less than five (5) days, nor more than sixty (60) days, before the date scheduled for the meeting referred to in the notice.

ARTICLE V: BOARD OF DIRECTORS

Section 1: Governing Structure

A. The governance year shall begin on the first day of July each year and shall end on the thirtieth day of June of the next year.

B. A minimum of thirteen (13) members and no more than fifteen (15) members shall serve on the Board of Directors and shall govern WiLS.

C. The Board shall consist of individuals from WiLS member institutions having the following distribution. Each member institution shall have no more than one representative on the Board at any time.

- One (1) representative from the Libraries of the UW System, as appointed by the Council of University of Wisconsin Libraries (CUWL).
- One (1) representative from the Private Colleges & Universities, as appointed by the Wisconsin Association of Independent Colleges & Universities (WAICU) library group.
- One (1) representative from public library systems and resource libraries, as appointed by the System and Resource Library Administrator Association of Wisconsin (SRLAAW).
- One (1) representative from technical college libraries, elected by the membership at large.
- Two (2) representatives from public libraries or public library systems, elected by the membership at large.
- Three (3) representatives from K12 libraries, elected by the membership at large.
- One (1) representative from a special library, elected by the membership at large.
- One (1) representative from a cultural organization, elected by the membership at large.
- Two (2) representatives from the membership at large, elected by the membership at large.

- Up to two (2) appointments from the Board as may be necessary or desirable for WiLS business. Potential appointees must be brought forward for approval by a member of the Board. Term length (from 1-3 years) will be prescribed by the Board at the time of appointment.

D. Other than Board-appointed members who shall serve terms of variable length, Board members shall serve three (3) year terms. Terms of office begin at the first meeting following the beginning of the fiscal year. Terms shall be staggered so that no more than five (5) Board members will be elected in any year, except in the case of resignations from the Board. Unless otherwise determined by the Board, Board members may be reappointed for successive terms.

E. If a Board member appointed by an external body is unable to complete the term of office, the body that appointed the Board member will be requested to appoint a new Board member as soon as possible to fill out the former Board member's term.

F. If an elected Board member is unable to complete the term of office, an appropriate interim Board member will be appointed by the Executive Committee and will serve until the next regular Board election. At that time, a new Board member will be elected to fill out the former Board member's term.

G. **Ex-Officio**. There shall be the following ex-officio non-voting members of the Board:
   - WiLS Executive Director
   - Representatives from active advisory committees and workgroups (see Article IX, Section 2)

H. **Conflict of Interest**. The Board shall adopt and abide by a Conflict of Interest Policy.

I. **Compensation**. Board members will not be paid compensation for their services as Board members provided that nothing herein contained will be construed to prohibit payment of compensation to an individual who serves as a Board member for services rendered to WiLS in another capacity.

Section 2: Election of Board Members by the Membership.

A. **Election**. The Organization shall hold an election of directors at least one (1) month prior to the beginning of the fiscal year. One election shall be held for all Board members to be elected by the membership at large. Nominations will be solicited from the general membership at least two (2) months before the beginning of the fiscal year. The election process will be coordinated by the Executive Director with direction from the Executive Committee.

B. **Voting**. Voting will occur by written electronic ballot.

C. **Action by Written Electronic Ballot**. An action, such as the election of directors, may be taken by written electronic ballot to every member entitled to vote on the matter. A ballot shall set forth each proposed action and provide an opportunity to vote on each proposed action.

Approval by ballot under this section is valid only if the number of votes cast by ballot equals or exceeds 10% of the membership. In the case of the election of directors, candidates receiving the most votes in any category shall be seated.

Solicitations for votes by written ballot shall:

1) indicate the number of responses needed to meet the quorum requirements (10%);
2) state the percentage of approvals necessary to approve each matter other than election of directors; and
3) specify the time by which a ballot must be received by the corporation in order to be counted.

Section 3: Resignation and Removal

A resignation by a Board member must be in writing and is effective when received by the Chair or Executive Director. Any Board member may be removed from the Board for any reason by a vote of two-thirds of all member institutions. The Board member who is subject to the vote shall be recused and shall not be counted for the purpose of calculating the required threshold. Replacements shall be nominated and elected consistent with the process outlined in Article V, Section 1.F.

ARTICLE VI: OFFICERS

The officers shall be Chair, Vice Chair, and Treasurer. These officers, with the Executive Director, constitute the Executive Committee as described in Article XI, Section 1.A and shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Board.

Section 1: Chair

A. The Chair shall be the chief officer of the Organization and preside at Board and Executive Committee meetings. Whenever the Organization has agreed to a commitment, the Chairperson is authorized to sign the name of the Organization or to represent the Organization.

B. The Chair is an ex-officio member of all committees. As an ex-officio member of a committee, the Chair has the same rights as the other members, but is not obligated to attend meetings of the committee nor to be counted in determining if a quorum is present.

C. The Chair is responsible for initiating and conducting, with the Executive Committee, an annual performance review of the Executive Director and for sharing the results with the Board. Reviews of the director will be conducted no less than annually.

Section 2: Vice Chair

The Vice Chair shall assist the Chair in the performance of their duties and shall assume the responsibilities of the Chair in their absence or inability to serve.

Section 3: Treasurer

The Treasurer shall oversee the financial affairs of the Organization through at least quarterly reviews of financial documents, as determined by procedures established by the WiLS financial team and the Executive Director, and shall report on the financial condition of the organization at Board meetings.

Section 4: Executive Director

A. The Executive Director of WiLS shall be an ex-officio member of the Board without a vote. The Executive Director shall receive notice of and attend all meetings of the Board except during those parts of meetings when the subject is the Executive Director or any issue related to the Executive Director's employment. The Executive Director shall administer the affairs of the Organization subject to the direction of the Board.

B. The Executive Director, or their designee, shall serve as the Secretary of the Board, and the Executive Director may designate a recording secretary.

C. The Executive Director shall coordinate Board activities under the direction of the Board Chair and Vice Chair, including scheduling Board and Committee meetings and distributing meeting agendas and related documentation.

ARTICLE VII: ELECTION OF OFFICERS AND EXECUTIVE COMMITTEE

Section 1: Nominating Committee

At a regular meeting of the Board between January and May, a Nominating Committee, consisting of three Board members, shall be formed to nominate candidates for the offices that are to be filled for the next year, as described in Article VI.

Section 2: Offices to be Filled

Board members shall be elected to the positions of Chair, Vice Chair, and Treasurer.

Section 3: Election Procedure

A. The Nominating Committee shall submit the slate of candidates (one per position to be filled) to the Board at the first meeting of the new fiscal year following the seating of the new Board members on July 1. A special meeting may be called to introduce the new Board members and hold the officer election. There shall be a call for “nominations from the floor” at the meeting, and any additional nominations will be added to the slate of candidates. Voting shall take place immediately following this call.

B. A plurality of votes cast is necessary to be elected to office. Election results are recorded in the meeting minutes.

Section 4: Terms of Office

A. The Board Chair and Vice Chair shall each serve a term of one (1) year and may be re-elected to consecutive terms without limitation.

B. The Treasurer shall serve a term of two (2) or three (3) years, depending on the point within their Board term when they are elected to this position.

C. Newly elected officers shall take office immediately following the election and shall serve until their successors take office.

Section 5: Vacancy

A. **Chair**: If the office of Chair becomes vacant, the Vice Chair shall complete the Chair's term.

B. **Vice Chair**: If the office of the Vice Chair becomes vacant, a special election to fill this office shall be held by the Board.

C. **Treasurer**: The Executive Committee shall temporarily fill by appointment a vacancy in the office of Treasurer until the next officer election.

ARTICLE VIII: MEETINGS OF THE BOARD

Section 1: Regular Meetings

A. There shall be at least four (4) regular meetings of the Board each year for the transaction of business. Dates of all regular meetings for the Board are established prior to the first regular meeting of the fiscal year. Agendas for regular meetings shall be distributed to Board members not less than seven (7) days before the scheduled meeting. Draft minutes of all meetings shall be distributed to the Board no later than four (4) weeks following the meeting and shall be posted to the Organization’s website upon approval.

B. Order of business at regular Board meetings shall include, but is not limited to, the following:

   - Call to order
   - Approval of minutes of previous meeting
   - Financial report given by the Treasurer
   - Reports of Committees and Workgroups
   - Director's report

C. Regular Board meetings held virtually shall be open to all members.

D. Meetings can be conducted in person or by email, telephone, or any suitable means using appropriate technology.

Section 2: Special Meetings

Special meetings of the Board may be called by the Board Chair or by the Board Chair and the Executive Director or upon request of five (5) members of the Board. Notice of any special meeting shall be communicated to each Voting Representative fourteen (14) days in advance, with a statement of time and place and information as to the subject or subjects to be considered. In the event of the need for immediate feedback from members, the Board Chair or Executive Director may poll the Voting Representatives using email, telephone, or other asynchronous technology.

Section 3: Quorum

A quorum of the Board shall consist of a simple majority of the Board membership. Any business of the Organization may be authorized if a quorum of the membership is present except for those matters specified in the Bylaws as requiring a larger vote of the Board.

Section 4: Voting

Except where stipulated otherwise, a motion shall pass upon receiving an affirmative vote from a majority of those voting. Board actions may be taken by written consent, including via electronic communication, if timely action is required prior to the next regularly scheduled meeting and if the Board Chair determines that the decision can be appropriately made through written consent without discussion during a meeting. The mechanism for voting will be specified at the time the question is called.

ARTICLE IX: COMMITTEES

Section 1: Standing Committees

A. **Executive Committee**: The Executive Committee shall consist of the Chair, Vice Chair, Treasurer, and Executive Director. The Executive Committee shall have general supervision of Organization affairs and have the authority to make decisions on behalf of the Board if a decision is required between regular meetings of the Board.

   1. **Decision making**: If a timely decision is required between regular meetings of the Board, the Executive Committee may take action. All such decisions shall be subject to review by the Board and be reported to the Board at the next regular meeting. The Executive Committee shall be subject to the orders of the Board, and none of its acts shall conflict with action taken by the Board.

   2. **Meetings**: Meetings of the Executive Committee can be called by any member of the Executive Committee. Meetings can be conducted in person or by email, telephone, or any suitable means using appropriate technology.

   3. **Quorum**: A quorum of the Executive Committee shall consist of two (2) voting members.

   4. **Other duties**: The Executive Committee participates in an annual performance review of the Executive Director as directed by the Board Chair and performs other duties as directed by the Board or prescribed by these Bylaws.

B. **Finance Committee**: The Finance Committee shall consist of the Vice Chair, Treasurer, and three (3) or more people from outside the Board, chosen particularly for their knowledge and experience in financial matters.

   1. Members of the Finance Committee are appointed by the Board Chair for two-year terms. The Board Vice Chair serves as the Finance Committee Chair. The Committee Chair shall select committee members to fill vacancies that may occur during their term as Committee Chair, with Board Chair approval. The Executive Director and WiLS Financial Manager shall serve without a vote.

   2. **Duties**: The Finance Committee shall review and recommend appropriate action to the Board on matters pertaining to funding and finance. They shall review the annual budget and recommend action to the Board, advise on sources of funding, receive and review the annual audit of accounts and recommend appropriate action to the Board, and perform other such duties as directed by the Board.

   3. **Meetings**: The Finance Committee shall meet at least two (2) times per year.

Section 2: Advisory Committees & Workgroups

A. **Advisory Committees**: The Board may create and support Advisory Committees to provide input and planning assistance for specific projects and services. Such Committees will include representation from members interested in the project or service and will be coordinated by a member of the WiLS staff.

   1. Upon the formation of a new advisory committee, the staff will prepare a list of suggested members and a proposed Chair. The Board Chair will review the list, solicit feedback from the Board, and appoint committee members.

   2. The term of office for committee members and the committee Chair shall be one year unless otherwise specified.

   3. Advisory Committees shall have the authority to elect other officers, appoint subcommittees, and adopt their own rules. Advisory Committee rules shall not conflict with these Bylaws or any other WiLS policy.

   4. Advisory Committees shall choose a representative to act as liaison to the Board. Liaisons may attend Board meetings as ex-officio non-voting participants and/or provide a written report to the Board.

   5. Advisory Committees may determine their own schedule of meetings; however, the Board through the annual budget process determines availability of funds for travel reimbursement. Meetings can be conducted in person or by email, telephone, or any suitable means using appropriate technology.

   6. The Executive Committee shall review appointments and charges of each Advisory Committee and solicit feedback from the Board as needed on an annual basis.

B. **Workgroups**: Such other workgroups, as may be necessary to complete a specific task or project, shall be created and given a charge by the Board.

   1. Upon formation of a new workgroup, the staff will prepare a list of suggested members and a proposed Chair. The Board Chair will review the list, solicit feedback from the Board, and appoint the committee members.

   2. Workgroups shall report to the Board according to a schedule agreed upon by the Board Chair and the workgroup Chair.

   3. Workgroups shall be automatically dissolved at the time their charge has been completed.

   4. Workgroups may determine their own schedule of meetings; however, the Board through the annual budget process determines the availability of funds for travel

reimbursement. Meetings can be conducted in person or by email, telephone, or any suitable means using appropriate technology.

5. The Executive Committee shall review appointments and charges of each workgroup and solicit feedback from the Board as needed on an annual basis.

ARTICLE X: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board in all cases to which they are applicable and in which they do not conflict with these Bylaws, WiLS' commitment to inclusivity, or any special rules of order the Board may adopt.

ARTICLE XI: AMENDMENTS TO BYLAWS

A. The Bylaws may be amended or changed at any regular meeting of the Board by a three-fourths vote of the Board, provided that the amendment or changes are distributed to Board members twenty (20) days before the regular meeting at which the vote will take place.

B. The Bylaws shall be reviewed every three years.