

WISCONSIN LIBRARY SERVICES BYLAWS

Eleventh Revision of the Bylaws, Approved June 8, 2023

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. 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 a member in good standing.
- C. Each WiLS member has a 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.
- D. Voting Representatives may cast one vote on behalf of their member institution in WiLS membership meetings and WiLS Board elections.

ARTICLE IV: GOVERNANCE

- 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 may 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. 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.
- E. If an appointed Board member 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 participants at Board meetings:
- WiLS Executive Director
 - Representatives from active advisory committees and workgroups. (see Section 2)
- H. One election shall be held for all Board members to be elected by the membership at large. The election shall be held at least one month before the beginning of the fiscal year. 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.

ARTICLE V: OFFICERS

The officers shall be Chairperson, Chairperson-Elect and Treasurer. These officers, with the Executive Director, constitute the Executive Committee as described in Article VIII, Section 1.A and shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Board.

Section 1: Chairperson

- A. The Chairperson 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 Chairperson is an ex-officio member of all committees. As an ex-officio member of a committee, the Chairperson 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 Chairperson 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: Chairperson-Elect

The Chairperson-Elect shall preside at the Board meetings and at Executive Committee meetings in the absence of the Chairperson.

Section 3: Treasurer

The Treasurer shall oversee the financial affairs of the Organization through a monthly review of financial documents, as determined by procedures established by the WiLS Accountant 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 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 they may designate a recording secretary.
- C. The Executive Director shall coordinate Board activities under the direction of the Board Chairperson and Chairperson-Elect including scheduling of Board and Committee meetings and distributing meeting agendas and related documentation.

Section 5: Bonding

The Treasurer or any other person entrusted with the handling of funds or property, shall at the discretion of the Board, furnish, at the expense of the Organization, a fidelity bond approved by the Board, in such a sum, as the Board shall prescribe.

ARTICLE VI: ELECTION OF OFFICERS AND EXECUTIVE COMMITTEE

Section 1: Nominating Committee

At a regular meeting between January and May, a Nominating Committee, consisting of the Chairperson-Elect, and two other Board members shall be formed to nominate candidates for the offices that are to be filled for the next year (Article V). The Chairperson-Elect shall serve as Chairperson of the Nominating Committee and shall appoint the other two members of the nominating committee. In the event that the Chairperson-Elect position is vacant, the Chairperson may appoint a Nominating Committee of any three Board members.

Section 2: Offices to be Filled

Officers: Board members shall be elected to the positions of Chairperson-Elect 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 members at the first regular meeting of the fiscal year. There shall be a call for “nominations from the floor” at the meeting.
- B. Voting shall take place at the first regular meeting of the fiscal year. A plurality of votes cast is necessary for election. Election results are recorded in the meeting minutes.

Section 4: Terms of Office

- A. The Chairperson-Elect shall serve a term of one (1) year and then automatically become the Chairperson for a term of one (1) year. The Chairperson-Elect's term on the Board is

automatically extended, if necessary, to accommodate tenure in that office. The Treasurer shall serve a term of two (2) or three (3) years dependent upon the point within their term on the Board when they are elected to this position.

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

Section 5: Vacancy

- A. Chairperson: If the office of Chairperson becomes vacant, the Chairperson-Elect shall complete the Chairperson's term.
- B. Chairperson-Elect: If the office of the Chairperson-Elect 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 election.

ARTICLE VII: MEETINGS

Section 1: Regular

- 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 at the first meeting after the beginning 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 with an indication that minutes are draft.
- 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 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

Special meetings of the Board may be called by the Board Chairperson or by the Board Chairperson 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 Chairperson or Executive Director may poll the Voting Representatives using email, telephone, or other asynchronous technology.

Section 3: Annual

There shall be an annual meeting of WiLS members for the purpose of reporting on Organization activities and soliciting member input into planning for the following year. No fee shall be charged for attending the annual meeting.

Section 4: 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 5: 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 Chairperson 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 VIII: COMMITTEES

Section 1: Standing Committees

- A. **Executive Committee:** There shall be an Executive Committee composed of the Chairperson, Chairperson-Elect, Treasurer, and Executive Director.
1. Between regular meetings of the Board, the Executive Committee shall have general supervision of Organization affairs and the authority to make decisions on behalf of the Board. All such decisions shall be subject to review by the Board and be reported to the Board at a regular meeting. The Executive Committee shall perform such other duties as prescribed by these bylaws. 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 ~~or the Executive Director~~. 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 Chairperson and performs other duties as directed by the Board.

- B. Finance Committee:** There shall be a Finance Committee composed of the Chairperson-Elect, Treasurer, and three (3) or more people from outside the Board, chosen particularly for their knowledge and experience in financial matters.
1. The Committee is appointed by the Board Chairperson for two-year terms. The Board Chairperson-Elect serves as the Finance Committee Chairperson. The Committee Chairperson shall select committee members to fill vacancies that may occur during their term as Committee Chairperson, with Board Chairperson approval. The Executive Director and WiLS Accountant shall serve without 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 Chairperson. The Board Chairperson will review the list, solicit feedback from the Board, and appoint committee members.
 2. The term of office for committee members and the committee Chairperson 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 attend Board meetings as ex-officio non-voting participants.
 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 Chairperson. The Board Chairperson 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 Chairperson and the Workgroup Chairperson.
 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 IX: 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 X: 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. Bylaws shall be reviewed every three years.