

MILWAUKEE COUNTY FEDERATED LIBRARY SYSTEM
BOARD OF TRUSTEES

MCFLS BYLAWS

April 25, 2022

Article I - **IDENTIFICATION**

Section 1 - Name

The name of this organization shall be the Milwaukee County Federated Library System (MCFLS), hereinafter called the System, located in Milwaukee County, 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 said statute. All meetings of both the regular Board of Trustees and the committees shall be held in accordance with Section 19.81 of the Wisconsin Statutes (Open Meetings Law).

Section 2 - Purpose

The mission of the Milwaukee County Federated Library System is to provide collaborative leadership, advocacy, and support for high-quality resources and services to empower the capabilities and capacities of member libraries to deliver responsive and innovative library services to all residents of Milwaukee County.

Section 3 - System Membership

Any legally established public library may become a member of the System upon official request by the institution's Board of Trustees, within the constraints prescribed by appropriate sections of the Wisconsin Statutes, provided the institution agrees to abide by the policies and requirements of the System Board of Trustees.

Article II - **BOARD OF TRUSTEES**

Section 1 - Powers of the System Board

The System Board, hereinafter called the Board, shall have the power to enter into contracts, lease or purchase or receive personal property and equipment, invest any inactive funds or endowments, accept gifts and bequests, retain personnel, and establish policies governing their employment and remuneration, establish policies and plans for the effective delivery and implementation of library services, and any and all other powers granted under the Wisconsin Statutes.

Section 2 - Number and Qualifications

The System shall be governed by a board of trustees consisting of seven members duly appointed by the Milwaukee County Executive. One Board member shall be a member of the board of trustees of the System Resource Library at the time of his/her appointment. Two members shall be members of the boards of trustees of other System member libraries at the time of their appointments. One member shall be a member of the Milwaukee County Board of Supervisors. The balance of the System Board shall be members at large, and all shall be residents of Milwaukee County.

Section 3 - Term of Office

All members shall serve a term of three consecutive years and are eligible for reappointment. Each shall serve until a replacement is named. Each term shall begin on January 1.

Section 4 - System Board Appointments

It shall be the duty of the System Director to notify the County Executive when a vacancy on the Board occurs. It is the responsibility of the County Executive to then appoint a new Board member, pending approval by the County Board. Member libraries shall be notified when said vacancies occur.

Section 5 - Remuneration

All Trustees shall serve without pay, but they may be reimbursed for any and all reasonable expenses incurred in the interest of the System, including membership dues in library associations, travel, conference attendance and necessary publications, when so authorized by majority approval of the Board.

Article III – EXECUTIVE COMMITTEE

Section 1 – Executive Committee Officers

The officers comprising the Executive Committee shall be the President, Vice President and Treasurer. The System Director shall act as Secretary of the Board and serves at the pleasure of the Board.

Section 2 - Nominating Committee

A nominating committee shall be appointed by the President at the October meeting of the Board. The Committee shall present a slate of officers at the November meeting. Additional nominations may be made from the floor.

Section 3 - Election of Executive Committee Officers

Officers shall be elected at the November meeting of the Board. Vacancies in office shall be filled by vote at the next regular meeting of the Board after the vacancy occurs.

Each officer shall serve a term of one year beginning with the January meeting. The President shall serve no more than two consecutive years unless approved by a majority vote from the Board for continuance. All other Executive Committee positions shall have a four-year term limit.

Section 4 – Vacancies on Executive Committee

Vacancies on the Executive Committee shall be filled by action of the President, subject to approval by the board at its next regularly scheduled meeting.

Section 5 - Duties of Executive Committee Officers

A. President. The President shall preside at all Board meetings, call special meetings, develop all Board meeting agendas with the assistance of the System Director, sign all contracts and other legal documents of the System, serve as an ex officio member of all standing and special committees of the Board, and possess all powers necessary and proper under the Wisconsin Statutes to fulfill the responsibilities of the System. He/she shall appoint chairpersons and members to all standing and special committees of the Board.

B. Vice President. In the absence or temporary disablement of the President, the Vice President shall assume all the powers and authority of the President.

C. Secretary. The System Director shall be the Secretary and will be responsible for preparation of all minutes, arrangements and announcement of all Board and Board committee meetings, sign all contracts and legal documents of the Board. He/she shall possess no vote.

D. Treasurer. The Treasurer shall be the disbursing officer of the Board, authorize the cosigning of all checks drawn from all accounts, review and sign all vouchers for disbursement from System funds and perform any duties as generally are identified with the office. The Treasurer shall serve as chair of the Finance and Personnel Committee.

Article IV - MEETINGS OF THE BOARD OF TRUSTEES

Section 1 - Regular Meetings

The regular meetings shall be held each month, the date and hour to be set for the following calendar year at the November meeting. Meetings may be rescheduled by majority assent of the Board.

Section 2 - Special Meetings

The President or a majority of the Board may schedule a special meeting at any time, provided due notice is given to all members of the Board.

Section 3 - Budget Hearing

The Board shall conduct an annual public hearing prior to the adoption of its budget for the purpose of gaining public comment.

Section 4 - Quorum

A quorum shall consist of a majority of the appointed Trustees, and each shall have one vote. A quorum must be present for business to be transacted

Section 5 - Parliamentary Authority

Roberts Rules of Order Newly Revised in its latest edition shall govern the parliamentary procedure of the meetings, unless the procedure is specifically contradicted by any section(s) of these bylaws, or unless such procedure is suspended by a vote of the majority of Board members present at such meeting.

Section 6 - Attendance at Meetings

Board members may attend any meeting of the Board or a committee. Board members who are unable to participate in person at a meeting may attend such meetings by telephone or video conference. The System Director shall select the conferencing equipment to be used. The equipment selected shall be such that Board members are able to hear all participants at the meeting and be able to verbally communicate with all those present at the meeting.

Section 7 – Unexcused Absences

The President shall notify the office of the Milwaukee County Executive if any Board member accumulates three consecutive unexcused absences.

Article V - COMMITTEES

Section 1 - Executive Committee

The Executive Committee shall consist of President, Vice President and Treasurer and have the authority to act for the Board in emergency situations between regular meetings. Their actions will be reported at the next regular meeting.

Section 2 - Standing Committees

The following are standing committees of the Board. Members will be appointed by the Board President. The Board Treasurer shall be appointed to the Finance and Personnel Committee and be appointed that committee's chair.

A. Finance and Personnel Committee. The Finance and Personnel Committee shall be composed of at least three members of the Board and the System Director. The functions of the Committee will be as follows:

1. Prepare and recommend to the Board the final draft of the System budget.
2. Monitor System expenditures, including the annual audit of accounts.
3. Direct the negotiation and recommend to the Board all System contracts, including the MCFLS Member Agreement.
4. Coordinate the annual evaluation of the System Director.
5. Review and recommend to the Board the adoption of System personnel policies.

B. Legislative and System Services Committee. The Legislative and System Services Committee shall be composed of at least three members of the Board and the System Director. The committee chair will be appointed by the Board President. The functions of the Committee will be as follows:

1. Review and recommend to the Board policies and proposed actions regarding the System service program.
2. Review and recommend to the Board the System legislative policies.
3. Revise and recommend to the Board the adoption of System Bylaws.

C. Library Directors Advisory Council (LDAC). The Library Directors Advisory Council shall be composed of the System Director, the directors of each of the member libraries or their designees, and one additional representative of the System resource library. The chair of LDAC will be chosen by the Council and make regular reports to the Board on activities taking place at the LDAC meetings. LDAC will meet monthly to discuss technical issues and review plans, policies and financial recommendations, projects and proposals that may be under consideration by the Board and advance recommendations to the Board on such matters.

Section 3 - Special or Ad Hoc Committees

Ad hoc committees created for the study of special problems will be appointed by the President with approval of the Board. They will serve until the final report of their work is accepted by the full Board. The appointees to ad hoc committees may include trustees from member libraries, directors and/or staff of member libraries and System staff, in addition to Board members.

Section 4 - Committee Meetings

A quorum must be present for business to be transacted. Discussion may begin prior to a quorum present. However, all votes will be taken with a quorum present.

Section 5 - Reporting

All committees shall be scheduled to report at each regular meeting of the Board.

Section 6 - Powers

No committee, apart from the Executive Committee, will have other than advisory powers, unless it is granted specific authority by action of the Board.

Article VI - FINANCE & AUDIT

Section 1 - Fiscal Control

The Board shall have all powers over its budget and finances as may be allowed by Wisconsin Statutes and may delegate authority for the administration of its funds as it deems appropriate and beneficial to facilitate the mission of the System and its plans of service.

Section 2 - Annual Audit

Every three years, the Board shall select an independent auditor for a term of three years to review the previous year's expenditures, receive said audit and take such action as it deems appropriate based upon the recommendations of the auditor.

Article VII - DUTIES OF TRUSTEES

Section 1 - Policymaking

Trustees shall determine the policies of the system and develop the highest possible degree of operating efficiency in the System.

Section 2 - Hiring and annual appraisal of the System Director.

The Board of Trustees shall select and appoint a competent System Director who shall be responsible for the selection, hiring, and supervision of all other staff. An evaluation of the System Director shall be overseen by the Finance and Personnel committee each year.

Section 3 - Budget

Trustees shall advise in the preparation of the budget, approve it, and monitor it to make sure that adequate funds are provided to finance the approved budget. The Board shall have the authority to revise the budget, if necessary, to reflect current fiscal conditions.

Section 4 - Legislation

Trustees shall study and support legislation that will bring about the greatest good to the greatest number of library users.

Section 5 - Public Relations

Trustees shall cooperate with other public officials and boards and maintain vital public relations.

Article VIII - SYSTEM DIRECTOR

Section 1 - Qualifications

The Board shall appoint a System Director possessing the qualifications required by the Wisconsin Statutes and regulations promulgated by the Division for Libraries and Technology (DLT).

Section 2 - Responsibilities

The responsibilities of the System Director shall be to serve as Secretary to the Board, assist the President in the development of meeting agendas, and develop the budget and strategic plans of service for consideration by the Board. With the review and comment of the Board, The System Director shall be responsible to recruit, hire, develop and/or discharge personnel; pay all bills; and perform any and all duties which may be delegated by the Board to implement the mission of the System or advance the goals of the Board.

Article IX – RELATION TO LOCAL BOARDS

Section 1 – Federated System

The System is established upon approval of the system plan by the Boards of Supervisors of Milwaukee County. It is organized by written agreements for system services between the governing body of the county and those municipalities that provide library services to their residents.

Section 2 – Local Control

Member library boards retain exclusive control of the financial and policy activities of their own libraries. The Board shall require statistical and financial reports as the Division for Libraries and Technology or the Board may reasonably require. It may also set such requirements, as it deems necessary for the expenditure of system funds.

Article X - GENERAL

Section 1 - Board Approval of Action

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. The President may vote upon and may move or second any proposal before the Board.

Section 2 – Suspension of Rules

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 - Bylaws Amendment

The Board may amend these Bylaws by majority vote at any meeting of the full Board upon advance notice to members and to the presidents of boards of the member libraries.

Section 4 - Indemnification

If any claim or action not covered by insurance or state statute is instituted against any member of the System Board of Trustees arising out of an act or omission by any Trustee acting in good faith for a purpose considered to be in the best interest of the System, or if any claim or action not covered by insurance or state statute is instituted against an officer or employee of the System allegedly arising out of an act or omission occurring within the scope of his/her duties as such an officer or employee, the System shall, at the request of the Trustee, officer or employee:

- A. Appear and defend against the claim or action.
- B. Pay or indemnify the Trustee, officer or employee for a judgment and court costs, based on such claim or action; and
- C. Pay or indemnify the Trustee, officer or employee for a compromise or settlement of such claim or action, providing the settlement is approved by the Board of Trustees.

The decision as to whether the System shall retain its own attorney or reimburse the Trustee, officer or employee expenses for their own legal counsel shall rest with the Board of Trustees and shall be determined by the nature of the claim or action.

For the purpose of this article, the terms "Trustee," "officer," or "employee" shall include former Trustees, officers, and employees of the System. This article shall not apply if the Board of Trustees finds that the claim or action is based on malicious, willful, or criminal conduct. In such case, indemnification will be determined after an investigation of the facts.

Approved by the MCFLS Board of Trustees on December 19, 1994.

Revised by the MCFLS Board of Trustees on December 18, 1995.

Revised by the MCFLS Board of Trustees of February 15, 1997.

Revised by the MCFLS Board of Trustees on November 28, 2005.

Revised by the MCFLS Board of Trustees on April 25, 2022.

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