

**BYLAWS OF
VILLAGE OF COTTAGE GROVE COMMUNITY LIBRARY BOARD**

**Article I
Identification**

This entity shall be called the Library Board of the Village of Cottage Grove Community Library Board ("Board"), located in Cottage Grove Wisconsin, established by the Village of Cottage Grove, according to the provisions of Chapter 43 of the Wisconsin Statutes, and exercising the powers and assuming the duties granted to it under said statute as well as the Village of Cottage Grove Ordinance Chapter 12-12

**Article II
Membership**

Section 1. The Board shall be comprised of seven members; five shall be citizen members, one shall be the school district administrator for the School District of Monona Grove or their representative, and one shall be a Village Board member.

Section 2. All appointments shall be for three-year terms. Appointments are made by the Village President and approved by the Village Board. Vacancies shall be filled for unexpired terms in the same manner as regular appointments are made. Term expirations should be staggered over three different years.

Section 3. No compensation shall be paid to members of the Board, but they may be reimbursed for their actual and necessary expenses incurred in performing duties outside the municipality if authorized by the Board.

Section 4. When a resignation occurs, the Village Board shall appoint someone to fill the unexpired term. Citizen members and the Village Board member shall serve no more than two full consecutive terms. If a trustee is appointed to serve an unexpired term of office exceeding two years, it shall be considered a full term. A school district representative may serve more than two consecutive terms. Any member who moves out of the Village shall be responsible for notifying the President and Village President. Upon receipt of such notification, the position shall be declared vacant.

Section 5. It is expected that all Board members will attend all meetings. When an absence is unavoidable, the Board member shall notify either the Board President or the Library Director prior to the meeting. Members shall be allowed three (3) absences from regular meetings within a calendar year. Late arrival or early departure from a meeting may be considered an absence as determined by a Board vote. When one member's absences exceed the stated allowance, the President of the Board shall inform the Village President.

**Article III
Officers**

Section 1. The officers shall be a President, a Vice President, a Treasurer, and a Secretary elected from among the appointed members at the annual meeting of the Board. No member shall hold more than one office at a time. Vacancies in office shall be filled by vote at the next regular meeting of the Board after the vacancy occurs.

Section 2. Nominations for officers shall be made from the floor at the annual meeting.

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.

Section 4. The President shall preside at meetings of the Board, authorize calls for special meetings, make appointments to committees (subject to Board confirmation), execute all documents authorized by the Board, serve as an ex-officio voting member of all committees, and generally perform all duties associated with the office of President. In conjunction with the Village Administrator, the President shall conduct a review of the Library Director during even-numbered years, and more often if needed.

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. In the absence of the President and Vice President, the Treasurer shall perform the duties and functions of the President.

Section 6. The Secretary will notify the Village Board of any vacancies on the Board and handle all correspondence for the Board. The Secretary shall keep minutes of all Board meetings.

Section 7. The Treasurer shall co-sign with the Village President all purchase orders drawn on funds held by the committee over \$2,500, and perform such duties as assigned by the Board. In the absence of the Treasurer, the President or Vice President may sign purchase orders.

Section 8. The Board by a majority vote shall appoint the Library Directory once plans and funding are approved by the Village. The Board shall establish the role and duties of the Library Director.

Article IV Meetings

Section 1. Regular Meetings. Regular meetings of the Board shall be scheduled each month, the date and hour to be set by the Board at its annual meeting. Once established at the annual meeting, the date and hour of a meeting may be modified by a majority vote of the Board at a regular meeting.

Section 2. Annual Meeting. 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 November of each year.

Section 3. Agendas and Notices. Meeting agendas and notices shall indicate the time, date, and place of the meeting and indicate all subject matters intended for consideration at the meeting.

Section 4. Minutes. Minutes of all meetings shall, at a minimum, shall indicate Board members present, all items of business, all motions (except those that were withdrawn), and the result of all votes taken. Approved Board minutes shall be posted on the Village of Cottage Grove website.

Section 5. Special Meetings. Special meetings may be called at the direction of the President or shall be called at the written request of two members, for the transaction of business as stated in the call for the meeting.

Section 6. Quorum. A quorum shall consist of four members of the Board present in person or via video conferencing.

Section 7. Open Meetings Law Compliance. All Board meetings and all committee meetings shall be held in compliance with Wisconsin's open meetings law (Wisconsin Statutes Sections 19.81 to 19.98).

Section 8. Parliamentary Authority. The rules contained in *Robert's Rules of Order*, latest revised edition, shall guide 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. However, failure to comply with *Robert's Rules of Order* shall not invalidate any action taken by the Board.

Article V Committees

Section 1. Standing committees will be identified by the Board President with the approval of the Board. These By-Laws will be updated to reflect standing committees that exceed a single term. Examples of standing committees include but are not limited to Personnel, Facilities, or Strategic Planning.

Section 2. Ad Hoc Committees. 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.

Section 3. No committee shall have other than advisory powers.

Article VI Duties of the Library Board

Section 1. Legal responsibility for the operation of the Village of Cottage Grove Public Library is vested in the Board. Subject to state and federal law, the Board has the power to determine rules and regulations governing the establishment of a public library and the further operations and services.

Section 2. Upon establishment of the public library, the Board shall select, appoint, supervise, and evaluate a properly certified and competent Library Director.

Section 3. The Board shall approve the budget and make sure that adequate funds are provided to finance the approved budget. However, Village appropriations are subject to Village Board approval.

Section 4. The Board shall have exclusive control of the expenditure of all moneys collected, donated, or appropriated for the library fund. The library fund shall be annually audited.

Section 5. The Board shall approve all expenditures of more than \$2,500.

Section 6. Upon establishment of the public library, The Board shall regularly review various physical and building needs to see that they meet the requirements of the total library program.

Section 7. The Board shall approve and submit the required annual report to the Division for Libraries and Technology and the Village Board.

Section 8. The Board shall conduct strategic planning processes for the library.

Section 9. The Board 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, for library purposes.

Article VII Library Director

The Library Director shall be appointed by the Board. The Library Director shall be the executive officer of the library under the direction, supervision, and review of the Board, and subject to the policies established by the Board. The Library Director shall direct and supervise staff, and is responsible for the care and maintenance of library property, an adequate selection of books and materials that maintains the efficiency of library service to the public, and for its financial operation within the limitations of the budgeted appropriation. The Library Director shall make recommendations to the Board of such policies and procedures that will promote the efficiency of the library. Unless excused by the Board, the Library Director shall attend all Board meetings, but shall have no vote.

Article VIII Conflict of Interest

Section 1. Board members may not in their private capacity negotiate, bid for, or enter into a contract with the Village of Cottage Grove Public Library in which they have a direct or indirect financial interest.

Section 2. A Board member shall withdraw from Board discussion, deliberation, and vote on any matter in which the Board member, an immediate family member (as defined by Wis. Stat. § 19.42(7)), or an organization with which the Board member is associated (as defined by Wis. Stat. § 19.42(2)) has a substantial financial interest.

Section 3. A Board member may not receive anything of value that could reasonably be expected to influence their vote or other official action.

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. The President may vote upon and may move or second a proposal 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 are present and two-thirds of those present so approve.

**Article IIX
Amendments**

Amendments to these bylaws may be proposed at any regular meeting. These bylaws may be amended at any regular meeting of the Board by two-thirds (2/3) vote of all members of the Board. Written notice of the proposed amendment shall have been provided to all members at least ten days prior to the meeting at which such action is proposed to be taken.

Approved by the Board of Trustees of the Village of Cottage Grove on the [DATE].

Adopted this __ day of _____, 2022.

VILLAGE OF COTTAGE GROVE

John Williams, Village President

Attest:

Lisa Kalata, Village Clerk

