

Bylaws Sub Committee Meeting Notes

Members: Lisa Hempstead, Salud Garcia, Plumber Lovelace

November 2024

Salud talked to Tana prior to meeting:

- Best to Refer to Statutes
- Vague is better, don't be too specific
- Simple

General:

- Provide the board with a draft showing suggestions or changes
- Discuss at next meeting
- Add to agenda (January) to vote to approve any changes
 - Unless further revisions required, if so discuss as new business

Suggestions to Bylaw Document:

- Per Tana's advice the committee does not feel the bylaws need to be overhauled. The committee is comfortable with the existing bylaws and suggest minor changes.
- List the dates of revision at the end of the bylaw document.
 - "Amended December 6, 2024" so that we see how often and when the bylaws have been reviewed. Visual history.
- Update Language in Bylaws to account for new technology
 - Use of videoconferencing and virtual or hybrid meetings
 - "use of technology as allowed by city of Madison ordinance"
- Articles that are too specific:
 - Ex: Article 4/Section 1: there are exceptions to this "same day every month" -example the week after New Year's, emergency meetings in July for Budget decisions...
 - Article 3/section 3 Special Meetings- don't recall an instance where a "written request signed by 3 members" was required.
- Additional Board Member Proposal:
 - include 2 student trustees from UW Madison or MMSD (Sun Prairie's bylaws)
 - try as a pilot project?
 - Relevant, innovative ideas
 - Would student trustees have voting rights?
 - If board likes the idea include in the bylaws under Article 2: Membership

Discussion Items:

- We would like to create a document with bylaw bulletpoints to inform board members of specific details
 - Share bulletpoints with new members during onboarding process

- We would like to make a motion to form an Onboarding Subcommittee to review and improve onboarding process
 - Written Introductions of each board members, including background, skill sets
 - Bios on each board member for new members with photo
 - Notification when members are joining or departing the board
 - Description of Duties of Board members
 - Calendar Outlining Monthly Activities (typically occur each year)
 - Budget
 - Contracts
 - Annual Reports - DPI
 - Presentations
 - Financial Obligations
 - MPL Foundation onboarding process can serve as a model

 - Review Outgoing Process
 - Transitions from old chairs to new chairs- share information, mentor
 - Past presidents may attend board meetings for one year after term ends (idea from Sun Prairie's bylaws)
 - Celebrations/Recognition of Outgoing Board Members
 - Ex. Alyssa's departure from her Presidency

- Do we Need/Want a Nomination Committee to recruit new board members?
 - What is the process of vetting new board members?
 - Plummer connected with Greg and asked by Greg to join
 - Salud Garcia was connected with Eve Galanter and Jill Madenberg at Monroe St. Library, wrote letters to Greg praising MPL system, asked by Greg to join the board
 - Mayor does nominations
 - City council approves members

- Do we Want/Need a Strategic Planning committee
 - reports on the status of strategic plan, priorities for next year
 - Should there be a monthly update or monitoring of the strategic plan?

**BYLAWS OF THE LIBRARY BOARD
OF THE MADISON PUBLIC LIBRARY 2018**

Article I. Identification

Section 1. Organization. This organization is the Library Board of the Madison Public Library (hereinafter referred to as the "Board"), located in Madison, Wisconsin, established by the City of Madison in Dane County 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.

Article II. Membership

Section 1. Composition. Appointments and terms of office are as provided by the relevant sections of Chapter 43.54 Wis. Stats. and Sec. 8.12 MGO. The mayor shall appoint members subject to confirmation by the Common Council. Terms shall be three years, and shall conform to the City of Madison Ordinances.

Article III. Officers

Section 1. Election. The Officers of the Board shall consist of the President, Vice-President and Secretary-Treasurer, each to be elected at the annual meeting. Officers shall serve a term of one year from the annual meeting at which they are elected or until their successors are duly elected. No member shall hold more than one office at a time. No member shall be eligible to serve more than two consecutive terms in the same office.

NOTE: "Or" means that an Officer may be removed by a vote to rescind (with proper notice).

Section 2. President. The President shall preside at the meetings of the Board, authorize calls for special meetings, appoint all committees, execute all documents authorized by the Board, and generally perform all duties associated with the office of President. The President may vote upon and may move or second a proposal before the Board.

Lisa Hempstead: Can the President vote? I was under the impression the President only voted if there was a tie?

Section 3. Vice-President. The Vice President shall, in absence or disability of the President, perform all the duties of the President.

Section 4. Secretary-Treasurer. The Secretary-Treasurer shall, in the absence of the President and Vice President, preside over meetings of the Board.

Section 5. Terms. Vacancies in office shall be filled by vote at the next regular meeting of the Board after the vacancy occurs, provided that proper notice of the vote has been given prior to the meeting. Nominations may be made from the floor at the annual meeting.

Article IV. Meetings

Section 1. Regular Meetings. The regular meetings shall be held on the same day of each month; the Board at its annual meeting shall set the date and hour. Thereafter, the meeting date and time may be changed upon affirmative vote of the majority of all members of the Board.

Section 2. Annual Meetings. The annual meeting, which shall be for the purpose of the election of officers, shall be scheduled when the meeting schedule for the year is set by the Board.

Section 3. Special Meetings. Special meetings may be called at the direction of the President and shall be called at the written request of three members, for the transaction of business as stated in the call for the meeting. Except in cases of emergency, at least 24 hours' notice shall be given. In no case may less than two hours' notice be given. The President of the Board shall consult with the Office of the City Attorney prior to calling a meeting with less than 24 hours' notice.

Section 4. Agendas and Notices. Meeting agendas and notices shall indicate the time, date, and place of the meeting and indicate all subject matters intended for the consideration at the meeting.

Section 5. Notice. Meetings of the Board and committees will normally be called upon no less than one week's notice. However, special meetings of the Board or committees may be called by the President for the transaction of business stated in the call. All meetings shall be held in accordance with the Wisconsin Statutes and applicable ordinances of the City of Madison.

Lisa Hempstead: there are exceptions to this, example the week after New Year's, emergency meetings in July for Budget decisions...

Lisa Hempstead: and location

Lisa Hempstead: Don't recall having to make a written request?

Section 6. Agenda. No item of business shall be acted upon which is not on the agenda for that meeting. Any new item brought up for consideration shall be referred to the agenda of a subsequent meeting.

Section 7. Public Comment. Each meeting shall provide time for public appearance and comment. If action is necessary as a result of any such appearance, the matter may be added to the agenda of a subsequent meeting.

Section 8. Disclosures and Recusals. Each meeting shall provide time for disclosures and recusals under the City's Ethics Code, Sec. 3.35(5)(f) MGO. Members of the Board, shall at the time the agenda item is taken up, state any matters on the agenda for which they will abstain, or for which they believe a disclosure is required under the Ethics Code.

Section 9. Vote. An affirmative vote of the majority of the all members of the Board present at the time shall be necessary to approve any action before the Board. Only members, who are present in person or by telephone, may vote. No member shall be allowed to vote at any meeting where the meeting notice failed to state the person would appear by telephone or teleconference means or where such equipment is unavailable or unusable at the time of the meeting.

Section 10. Attendance. Members shall be expected to attend all meetings in person or by telephone except as they are prevented by a valid reason. All attendance matters shall conform to the City of Madison Ordinances and Administrative Procedure Memoranda. The meeting notice shall specifically and conspicuously identify each member appearing by telephone or teleconference at a particular meeting.

Section 11. Minutes. Minutes of all meetings shall, at the minimum, indicate Board members present, all items of business, all motions (except those that were withdrawn), and the result of all votes taken. The names of current Board members and minutes shall be posted on the City of Madison website.

Section 12. Quorum. A quorum for the transaction of business at any meeting shall consist of five members of the Board attending the meeting. If a quorum is not secured within 15 minutes of the officially scheduled meeting time, the Board or Committee shall adjourn without taking any action, except that it may set a date and time for the next meeting.

Lisa Hempstead: add virtually

Section 13. Open Meetings Law Compliance. All Board meetings and all committee meetings shall be held in compliance with Wisconsin's open meetings law (Wis. Stat. § 19.81 to § 19.98).

Section 14. Parliamentary Authority. The rules contained in *Robert's Rules of Order*, latest revised edition 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.

Article V. Committees

Section 1. Standing Committees. The following committee shall be convened: bylaws. A bylaw committee shall meet every two years. (NOTE: See Sec. 33.01(9) (b) MGO.)

Section 2. Ad Hoc Committees. The Board, with a majority vote, shall create ad hoc committees to serve until the final report of the work for which they were appointed has been filed. The Board President shall appoint the committee members. These committees may also include staff and public representatives, as well as outside experts. No committee shall have powers other than advisory unless granted by the Board in a vote, and the delegation of such powers to the committee is not prohibited by State Statutes or City Ordinances.

Article VI. Duties of the Board

Section 1. Library Director. The Board shall appoint, and supervise a properly certified and competent Library Director and determine the duties and compensation of all library employees.

Section 2. Budget. The Board shall approve the budget and ensure that adequate funds are provided to finance the approved budget. The Board shall have exclusive control of the expenditure of all money for the library fund and shall audit and approve all library expenditures. The Board shall advise in the preparation of the budget and approve it. The Board shall review the budget on a regular basis.

Section 3. Policies. The library Board shall approve library policies and hours of operations.

Section 4. Physical Grounds. The Board shall regularly review various physical and building needs to see that they meet the requirements of the total library program.

Section 5. Legislation. The Board shall study and support legislation that is in the interest of libraries and library users.

Section 6. Public Relations. The Board shall cooperate with other public officials and boards to maintain vital public relations.

Section 7. Annual Report. The Board shall approve and submit the required annual report to the Division for Libraries and Technology, and the Common Council.

Article VII. Library Director

Section 1. Director. The Library Director shall be appointed by the Board and shall be responsible to the Board. The Library Director shall be considered the executive officer of the public library under the direction and review of the Board and subject to the policies established by the Board. The Director shall act as an advisor to the Board. The Director shall be invited to attend all Board meetings (but may be excused from closed sessions) and shall have no vote.

Article VIII. Conflict of Interest

Section 1. Ethics Code. Any conflict of interest shall be dealt with according to the City of Madison Ethics Code, Sec. 3.35 MGO.

Section 2. Financial Interest. Board members may not in their private capacity negotiate, bid for, or enter into a contract with the Madison Public Library in which they or their immediate family have a direct or indirect financial interest.

Section 3. Recusal or Withdrawal. 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 or has a financial or personal interest.

Section 4. Compensation. A Board member may not receive anything of value that could be reasonably expected to influence his or her vote or any other official

action of the Board. Board members shall not be compensated except for expenses incurred on the behalf of the library as approved by the Board.

Article IX. Bylaws

Section 1. Amendment. The bylaws herein may be amended at the next regular meeting of the Board by majority vote of all members of the Board after being notified of the proposed amendment thirty days prior. All amendments shall conform to Chapter 43 of the Wisconsin Statutes.

Adopted by the Board of the Madison Public Library on the 1st day of November of 2018.

Lisa Hempstead: Amended December 5, 2024