



WINNEFOX LIBRARY SYSTEM

106 Washington Avenue, Oshkosh, WI 54901-4985
phone (920) 236-5220 fax (920) 236-5228
www.winnefox.org

DATE: September 17, 2002
TO: Winnefox Library System Board of Trustees
FROM: John Nichols
RE: By-Laws and the Executive Committee

Somewhere along the line, I managed to overlook what the By-Laws actually say about the makeup of the Executive Committee. Somehow I managed to describe and recommend appointments to the Board President of the Officers and two at-large members of the Board. What the By-Laws actually say is as follows:

ARTICLE V Committees

Section 1. Executive Committee. This committee shall consist of up to six members to meet with the director upon call. The committee shall be comprised of the president, the immediate past-president, and one member at large from each county, to be appointed by the president. The purpose of the committee shall be to give tentative approval to the director on matters relating to the month-to-month operation of the library system, and to advise on policy matters.

There are a couple of things we could do to remedy the situation:

1. Leave the current Exec Committee alone until the next time we change it and at that time revert to the President, Past President and four at-large members; or
2. Change the By-Laws to reflect our current practice of the Committee consisting of our four officers and two at-large members.

I would recommend we proceed with item #2 above and that the language be changed in the following way:

ARTICLE V Committees

Section 1. Executive Committee. This committee shall consist of up to six members to meet with the director upon call. The committee shall be comprised of the current officers and two members at-large, to be appointed by the president. The purpose of the committee shall be to give tentative approval to the director on matters relating to the month-to-month operation of the library system, and to advise on policy matters. The at-large appointments shall be made to attempt to provide the Committee with representation from each County.

I would also suggest adding a new Section 5 to the By-Laws to address the absence of any language about terms for committee appointments. The By-Laws prescribe that no member shall serve more than three consecutive years as an officer of the Board. As such, I would recommend the following:

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ARTICLE V Committees

Section 5. Committee Appointments. All Committee appointments are made by the President and shall be for one-year terms (with the exception of the officers that serve as members of the Executive Committee). No committee member shall serve for more than three consecutive years.

While we are at it, there are a few more “cleanup” changes that ought to be made to the by-laws:

ARTICLE II Board of Trustees

Section 1. Number and qualifications. Pursuant to ~~the requirements of~~ s.43.19(b)(2), the Winnefox Library System Board of Trustees ~~is composed~~will consist of twenty-~~three~~ members appointed by the County Boards of Supervisors of the respective counties making up the multicounty federated library system service area.

ARTICLE IV Meetings

Section 3. The order of business for regular meetings shall include, but not be limited to, the following items:

- Call to order
- Roll call of members, introduction of visitors
- Public comment
- Minutes of previous regular meeting and any intervening special or closed meeting
- Financial reports
- Reports of special committees
- Report of the director
- Communications
- ~~Unfinished business~~
- ~~New and miscellaneous business~~
- Adjournment

Section 5. A quorum for transaction of business shall consist of a simple majority of the Board. ~~Wisconsin Statutes 43.54(1)(e).~~

Section 7. In order to avoid a problem reaching a quorum of the Board, trustees are encouraged to call the Administrative Office as soon as possible if they are unable to attend a scheduled meeting.

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ARTICLE VIII General

Section 3. 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 (~~4~~[16](#)) or the members of the board shall be present and two-thirds of those present shall so approve.

I hope this meets with your approval and I apologize for the oversight.