

B Y - L A W S  
for the  
IFLS LIBRARY SYSTEM

**ARTICLE I:  
NAME AND AUTHORITY**

- Section 1: The name of the Board shall be the Board of Trustees of the IFLS Library System, established on January 1, 1978, in accordance with the provisions of the applicable sections of **Chapter 43 of the Laws of the State of Wisconsin** and PI 6 of the Wisconsin Administrative Code. Informally, it may be designated as "IFLS" Board
- Section 2: The IFLS Board shall establish policy and guidelines for the IFLS Library System.

**ARTICLE II:  
MEMBERSHIP**

- Section 1: Number of Members
- The IFLS Board shall have no more than twenty (20) members. The members shall be appointed in proportion to population (according to **Chapter 43.19(b)**) by the county boards of the member counties. Member counties are as follows: Barron, Chippewa, Dunn, Eau Claire, Pepin, Pierce, Polk, Price, Rusk, and St. Croix.
- Section 2: Term
- Appointments to the IFLS Board are made by the chair of the respective member county board with the approval of that board for three (3) year terms. When a vacancy on the IFLS Board occurs during mid-term, the replacement IFLS Board member shall be appointed to serve the remainder of the term of the vacating IFLS Board member.
- Section 3: Officers
- IFLS Board members are eligible to hold office after having served one (1) year on the IFLS Board. Officers of the IFLS Board shall be President, Vice President, Secretary, and Treasurer. Officers shall be elected for one (1) year terms by the IFLS Board from its membership at the annual meeting of the full IFLS Board.

a. Election of Officers

The President of the IFLS Board shall appoint a Nominating Committee of three (3) people who shall bring a list of seven (7) officer candidates to the System annual meeting. Additional nominations may be made from the floor. By secret ballot, five (5) people shall be selected to serve on the Executive Committee. The President shall then be selected by secret ballot vote of all members present from the five (5) selected to serve on the Executive Committee. The remaining officers shall be determined by the newly elected Executive Committee.

b. IFLS Board officers and chairpersons of standing committees shall be limited to 4 consecutive 1-year terms.

Section 4: In case of a vacancy in the Presidency, the Vice President shall take over the office with full duties and responsibilities. In case of a vacancy in any other office or on the Executive Committee, the IFLS Board shall fill the position at its next meeting.

**ARTICLE III:  
DUTIES OF OFFICERS**

Section 1: President

- a. The President shall preside at all meetings of the IFLS Board and Executive Committee, and conduct the same according to the rules adopted, enforce due observance of the By-Laws, decide all questions of order, and perform all customary duties pertaining to the office of President.
- b. The President shall be an ex officio member of all committees. This means the President has full rights as a committee member; but is not required to attend meetings. The President shall be counted in determining whether a quorum is present if needed.

Section 2: Vice President

- a. The Vice President shall act as the President in the President's absence.

Section 3: Secretary

- a. The Secretary, or the Secretary's designee, as appointed by the IFLS Board, shall be responsible to keep a record of the proceedings of meetings of the IFLS Board and the Executive Committee, and shall be responsible for all legally required notices.

Section 4: Treasurer

- a. The Treasurer, or the Treasurer's designee, as appointed by the IFLS Board, shall:
  - Authorize and formally approve the payment of such bills as are necessary and ordinary to conduct IFLS business.
  - Receive and account for all monies due IFLS and deposit the same as directed by the IFLS Board.
  - Keep a record of all financial transactions of IFLS and present a financial report at each regular meeting of the IFLS Board and its Executive Committee.

**ARTICLE IV:  
COMMITTEES**

Section 1: The Executive Committee shall meet as necessary to execute the emergency business of the IFLS Board. "Emergency business" shall be understood as being primarily fiscal in nature; but shall not exclude other areas in which the IFLS Board has directed certain action through policy and guidelines.

Section 2: In addition to the Executive Committee, there shall be a Personnel Committee.

- a. Annually, the President of the IFLS Board shall appoint five (5) members of the IFLS Board to be the Personnel Committee. One (1) of the five (5) appointees shall be a member of the Executive Committee. A quorum of this committee shall be three (3) members.
- b. It shall be the responsibility of the Personnel Committee to:
  - Evaluate the Director and report to the IFLS Board.
  - In consultation with the Director:
    - Make compensation recommendations to the IFLS Board.
    - Make personnel policy recommendations to the IFLS Board.

- Make specific staffing recommendations to the IFLS Board.

Section 3: All committees shall make progress reports to the IFLS Board. The President may appoint ad-hoc committees. The committee shall be considered discharged when its charge is completed.

## **ARTICLE V: MEETINGS**

Section 1: The IFLS Board shall meet every other month beginning with the annual meeting in January.

Section 2: Special Meetings of the IFLS Board may be called by the President or any three (3) members of the IFLS Board. Notice in writing shall be mailed by the Secretary or the Secretary designee to the members of the IFLS Board at least seven (7) days before the meeting stating the purpose of the meeting.

Section 3: Emergency meetings of the Executive Committee may be called by the President or by any two (2) members of the committee. Notice shall be provided by the Secretary, or designee to the members of the Executive Committee at least three (3) days before the meeting stating the purpose of the meeting.

Section 4: The IFLS Board and its committees shall comply with the Open Meeting Law.

Section 5: Fifty-one percent (51%) of the IFLS Board or Executive Committee shall constitute a quorum. In the absence of a quorum, the only legal act shall be adjournment.

Section 6: When a member of the IFLS Board has been absent from two (2) regular meetings of the IFLS Board within a year without notice or without good cause, the IFLS Board President shall notify the appointing authority of such absences, requesting a replacement on the IFLS Board.

Section 7: The President or the President's designee may reschedule a meeting in the event of inclement weather.

Section 8: The IFLS Board shall conduct business under Robert's Rules of Order.

**ARTICLE VI:  
AMENDMENTS**

Section 1:           The By-Laws may be amended by a two-thirds vote of all members of the IFLS Board provided written notice of the proposed amendment shall have been mailed to such members at least seven (7) days prior to the meeting at which such action is proposed to be taken.

**Amended at IFLS Board Meeting on September 26, 2018.  
Approved at IFLS Board Meeting on November 28, 2018**

