

CONSTITUTION AND BYLAWS
OF THE
MANITOWOC-CALUMET LIBRARY SYSTEM

ARTICLE I

NAME AND AUTHORITY

The name of this library system is the Manitowoc-Calumet Library System, to be known in this document as the System. The System is organized under the provisions of Chapter 43 of the Wisconsin Statutes.

ARTICLE II

PURPOSE

The purpose of the Manitowoc-Calumet Library System is to ensure access to high quality public library services for all residents of the system area; to coordinate planning, cooperation, resource sharing, and application of information technologies among member libraries; and to provide, within the context of state statutory requirements, services that support, improve, and promote the member libraries.

ARTICLE III

BOARD OF TRUSTEES

Section 1: Appointment. The System shall be governed by a Board of Trustees composed of fifteen members, eleven appointed by the Manitowoc County Board and four appointed by the Calumet County Board. Members of the System Board shall serve as appointed by the county boards, according to the provisions of 43.17(1) and 43.19(1)(b) of the Wisconsin Statutes.

Section 2: Duties. The System Board of Trustees shall determine the goals and objectives of the System and re-examine them regularly, approve System plans and the annual budget, establish System policies, designate a System Director, approve payment of bills, study and support legislation which would improve and extend library service, seek adequate funding for System operations, and generally serve as the governing authority for the System.

ARTICLE IV

OFFICERS

Section 1: Election. Officers of the System Board shall be elected at the regular annual meeting of the System Board in even numbered years, and shall consist of a President, a Vice-President, and a Secretary-Treasurer. Each county shall be represented by at least one officer.

Section 2: Terms. Officers shall serve a term of two years from the annual meeting at which they are elected and until their successors are duly elected. Officers may serve more than one term. Vacancies in the offices shall be filled by vote of the System Board at the next regular meeting of the Board after the vacancy occurs.

Section 3: President. The President shall preside at all meetings, appoint all committees, authorize calls for any special meetings, and generally perform the duties of presiding officer.

Section 4: Vice-President. The Vice-President shall preside in the absence of the President, and in the event of a vacancy in that office shall assume and perform the duties and functions of the President.

Section 5: Secretary-Treasurer. The Secretary-Treasurer shall keep a true and accurate account of all proceedings of the System Board meetings and perform the duties usually expected of the office of Secretary. The Secretary-Treasurer shall be the disbursing officer of the System Board, sign all checks, and perform the duties usually expected of that office. The Secretary-Treasurer may be assisted by a staff secretary/bookkeeper. Specific staff members may be designated to sign petty cash checks.

ARTICLE V

MEETINGS

Section 1: Regular Meetings. Regular meetings of the System Board shall be held bi-monthly at the Manitowoc Public Library. The place of the meeting may be changed to another library or place by action of the System Board.

Section 2: Annual Meeting. The annual meeting of the System Board shall be in January of each year at said meeting place.

Section 3: Special Meetings. Special meetings may be called by the President, the MCLS Director, or shall be called upon written request to the President by five members, for the transaction of business stated in the notice of such meeting.

Section 4: Notice. Official notice in compliance with the State of Wisconsin Open Meeting Law shall be given prior to any meeting of the System Board or any Board committee.

Section 5: Quorum. A majority of the currently appointed System Board members shall constitute a quorum. For committee meetings, two of the three appointed members shall constitute a quorum.

Section 6: Order of Business. The order of business at regular meetings shall be as follows:

- a. Call to order
- b. Roll call; Introduction of new members
- c. Disposition of minutes
- d. Public comment
- e. Communications
- f. Financial reports
- g. Action on bills
- h. System Director's report
- i. Staff reports
- i. Reports from directors of member libraries
- k. Unfinished business
- l. New business
- m. Adjournment

Section 7: Parliamentary Procedure. Robert's Rules of Order, latest edition, shall be the final authority on parliamentary procedure at all meetings of the Board and committees.

ARTICLE VI

COMMITTEES

Section 1: Executive Committee. The four officers of the Board shall constitute the Executive Committee. The Executive Committee may meet upon call of the President. The Executive Committee shall act in an advisory capacity to the System Board and shall take specific actions only as authorized by the System Board in order to meet special deadlines or in other special emergency circumstances. The Executive Committee shall not approve routine expenditures nor conduct other routine business of the System Board.

Section 2: Nominating Committee. Prior to the annual meeting the President shall appoint a nominating committee of at least three members with representation from both counties who shall submit a slate of officers for election at the annual meeting in January. Additional nominations may be made from the floor.

Section 3: Other Committees. Other committees may be appointed by the President on an ad hoc basis as deemed necessary.

ARTICLE VII

ADMINISTRATION

Section 1: Resource Library. The System shall secure annual agreements with a Resource Library in accordance with the provisions of Wisconsin Statutes 43.16.

Section 2: System Director. System Director shall be appointed by the MCLS Board of Trustees and shall be responsible to the Board. This individual shall be a certified Librarian. The Director shall be considered to be the executive officer of the System under the direction and review of the System Board, and subject to the policies established by the Board. The Director shall act as technical 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. The Director's responsibilities shall include general direction of the library system, including preliminary preparation of the budget, employment and supervision of the System staff, serving as an ex-officio member of all System Board Committees.

Section 3: Authorization to Sign Checks. Specific staff members may be designated to sign petty cash checks. Checks written from all other System accounts shall be signed by the Secretary-Treasurer or, in the Secretary-Treasurer's absence, by the President. If neither the Secretary-Treasurer nor the President is available, checks may be signed by the Vice-President and the System Director, with each check having two signatures. All authorized signatures shall be properly filed with the System's designated banking institution.

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 Manitowoc-Calumet Library System 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, or an organization with which the Board member is associated has a substantial financial interest.

Section 3: A board member may not receive anything of value that could reasonably be expected to influence his or her vote or other official action.

ARTICLE IX

AMENDMENTS

The Constitution and Bylaws may be amended at any regular meeting of the System Board by a majority vote of approval of the full Board membership. They may be amended at any special meeting of the System Board by a majority vote of approval of the full Board membership, providing that the notice of the said special meeting states specifically which portion of the Constitution and Bylaws are to be amended and in what respect.

ARTICLE X

EFFECT

The Constitution and Bylaws shall be liberally construed so as to give meaning to the intent of the whole of same and not the written word contained herein.

Adopted by the Manitowoc-Calumet Library System Board

September 30, 1992

Amended September 25, 1996

Amended March 25, 1998

Amended November 28, 2001

Amended July 30, 2008

Amended January 26, 2011

Amended March 30, 2011

Amended July 29, 2015

Amended January 31, 2018

Amended May 29, 2019