

WISCONSIN LIBRARY SERVICES
ARTICLES OF INCORPORATION
BYLAWS

Sixth Revision of the Bylaws; Approved March 9, 2000 as amended April 12, 2002, March 31, 2003, March 2010 and November 2010

ARTICLE I: NAME

This not-for-profit corporation shall be known as the WISCONSIN LIBRARY SERVICES also referred to in this document as the WiLS or Consortium.

ARTICLE II: PURPOSE

WiLS is a Consortium of member Wisconsin libraries that offers services in areas of shared bibliographic information, resource sharing, inservice training, and other cooperative activities relating to the changing nature of information technology.

ARTICLE III: MEMBERSHIP

Membership in WiLS shall be of Wisconsin libraries, educational or cultural heritage institutions, public or private. Wisconsin libraries, having paid the annual WiLS membership fee, shall be considered members in good standing.

ARTICLE IV: GOVERNANCE

A twelve- (12) member Board of Directors shall govern WiLS.

A. The Board shall consist of WiLS members who are representative of the membership constituencies:

Libraries of the UW System
 Libraries of the Private Colleges & Universities
 Public Libraries/Library Systems
 Technical College Libraries
 School Libraries
 Special Libraries

1. Each constituency shall have a minimum of one (1) representative on the Board with five additional representatives allocated across the groups according to the level of expenditures for WiLS services by the constituency as a whole.
2. The Division of Libraries, Technology and Community Learning in the Department of Public Instruction shall have one (1) permanent seat on the Board.
3. Each constituency shall select an alternate to assure full representation at all meetings.

B. The elected representative or designated alternate shall serve as the voting member of the Board. Each will have one (1) vote.

C. Board members shall serve three (3) year terms.

D. Ex-Officio: There shall be the following ex-officio non-voting participants at Board meetings:

1. WiLS Executive Director

ARTICLE V: OFFICERS

The officers shall be Chairperson, Chairperson-elect and Treasurer. These officers shall perform the duties prescribed by these bylaws, the Organizational and Operational Guidelines, Appendix I and by the parliamentary authority adopted by the Board.

Section 1: Chairperson.

The Chairperson shall be the chief officer of the consortium and preside at Board and Executive Committee meetings. Whenever the consortium has agreed to a commitment, the Chairperson is authorized to sign the name of the consortium or to represent the consortium.

Section 2: Chairperson-elect.

The Chairperson-elect shall preside at the Board meetings and at Executive Committee meetings in the absence of the Chairperson. If the office of Chairperson becomes vacant the Chairperson-elect shall complete the Chairperson's term. If the office of the Chairperson-elect becomes vacant, a special election to fill this office shall be held at the next regular Board meeting.

Section 3: Treasurer.

The Treasurer shall oversee financial affairs of the consortium through monthly review of financial statements and shall report on the financial condition of the organization at regular Board meetings.

Section 5: Executive Director.

The Executive Director of the WiLS shall be an ex-officio member of the Board without vote. The Executive Director shall administer the affairs of the consortium subject to the direction of the Board. The Executive Director, or his/her designee, shall serve as the recording secretary for the Board.

Section 6: Bonding.

The Treasurer or any other person entrusted with the handling of funds or property, shall at the discretion of the Board, furnish, at the expense of the consortium, a fidelity bond approved by the Board, in such a sum, as the Board shall prescribe.

ARTICLE VI: ELECTION OF OFFICERS & EXECUTIVE COMMITTEE

Section 1: Nominating Committee.

At the first regular meeting after July 1, a Nominating Committee, consisting of the three (3) Officers shall nominate candidates for the offices, which are to be filled for the next year. (Article XI) The Chair-Elect shall serve as chair of the Nominating Committee. In the event that Chair-Elect, and Treasurer positions are all vacant, the Chair may appointment a Nominating Committee of any three Board members.

Section 2: Offices to be filled

Officers: Board members shall be elected to the positions of Chair-Elect, and Treasurer.

Section 3: Election Procedure

- A. The Nominating Committee shall submit the slate of candidates (one per position to be filled) to the voting members at the first regular meeting of the fiscal year. There shall be a call for "nominations from the floor" at the meeting.
- B. Voting shall take place at the first regular meeting of the fiscal year. A plurality of votes cast is necessary for election. Election results are recorded as part of the meeting minutes.

Section 4: Terms of Office

- A. The Chairperson-elect shall serve a term of one (1) year and then automatically become the Chairperson for a term of one (1) year. The Chairperson-elect's term on the Board is automatically extended, if necessary, to accommodate tenure in that office. The Treasurer shall serve a term of two (2) or three (3) years dependent upon the point within their term on the Board when they are elected to this position.
- B. Newly elected officers shall take office immediately following the election and shall serve until their successors take office.

Section 5: Vacancy.

The Executive Committee shall temporarily fill by appointment vacancies in the offices of Treasurer or Secretary until the next election. Vacancies in the offices of Chairperson or Chairperson-elect are provided for in Article IV, Section 2.

ARTICLE VII: MEETINGS**Section 1: Regular.**

There shall be at least two (2) regular meetings of the Board each year for the transaction of business.

Section 2: Special.

Special meetings of the Board may be called by the Board Chairperson or upon written request of seven (7)-voting members of the Board. Except in cases of emergency, notice of any special meeting shall be communicated to each member thirty (30) days in advance, with a statement of time and place, and information as to the subject or subjects to be considered. In the event of an emergency, the Chairperson or the Executive Committee may poll the membership by telephone or email.

Section 3: Annual

There shall be an annual meeting of WiLS members for the purpose of reporting on Consortium activities and soliciting member input into planning for the following year. No fee shall be charged for attending the annual meeting.

Section 4: Quorum.

A quorum of the Board shall consist of sufficient votes to constitute a majority of the Board membership. Any business of the consortium may be authorized if a quorum of membership is present except for those matters specified in the bylaws as requiring a larger vote of the Board.

Section 5: Voting.

Except where stipulated otherwise, a motion shall pass upon receiving an affirmative vote from a majority of those voting.

ARTICLE VIII: COMMITTEES**Section 1: Standing Committees**

A. **Executive Committee:** There shall be an Executive Committee composed of the Chairperson, Chairperson-elect, and Treasurer.

1. Between regular meetings of the Board, the Executive Committee shall have general supervision of Consortium affairs and the authority to make decisions on behalf of the Board. All such decisions shall be subject to review by the Board and be reported to the Board at a regular meeting. The Executive Committee shall perform such other duties as prescribed by these bylaws and the Organizational and Operational Guidelines, Appendix I. The Executive Committee shall be subject to the orders of the Board, and none of its acts shall conflict with action taken by the Board.
2. Meetings: Unless otherwise ordered by the Board, there typically will be at least one (1) regular meeting of the Executive Committee held each year for the transaction of business. Special meetings of the Executive Committee can be called by the Chairperson or upon written request of two (2) members of the Executive Committee. Meetings need not be "in person"; email, teleconference, or any suitable means of meeting using appropriate technology is permitted and encouraged. Face-to-face meetings should be held when there are issues to be discussed and voted on.
3. Quorum: A quorum of the Executive Committee shall consist of two (2) members.

B. **Finance Committee:** The Chair-Elect, Treasurer and three (3) people from outside the Board, chosen particularly for their knowledge and experience in financial matters, from within member libraries, the university community or the not-for-profit world appointed by the Chair for two year terms shall serve as the Finance Committee. The Executive Director and WiLS Accountant shall serve without vote.

Section 2: Planning/Oversight Committees & User Groups

A. **Planning & Oversight Committees:** Such other committees, planning or oversight, as

may be necessary, shall be appointed by the Board Chairperson.

1. The Board Chairperson with the approval of the Board shall appoint the chairperson of each committee.
 2. The committees shall have the authority to adopt their own rules.
- B. User Groups:** The Board may create and support User Groups to provide input and planning assistance for specific service programs. Such organizations will include representation from each library participating in the service program and will be coordinated by a member of the WiLS staff.
1. User Groups may choose to elect their own officers and adopt their own rules.
 2. User Groups may determine their own schedule of meetings; however, the Board through the annual budget process determines availability of funding for travel reimbursement. Use of email, teleconference and other suitable technology is encouraged for User Group meetings.

ARTICLE IX: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these by laws and any special rules of order the Board may adopt.

ARTICLE X: AMENDMENTS

Section 1: Bylaws.

The Bylaws may be amended or changed at any regular meeting of the Board by a three-fourths vote of the Board, provided that the amendment or changes are distributed in writing to Board members twenty (20) days before the regular meeting at which the vote will take place.

Section 2: Organizational and Operational Guidelines. Appendix I.

The Guidelines may be amended or changed at any regular meeting of the Board by a majority vote of the members present, provided that the amendment or changes are distributed in writing to the Board members twenty (20) days before the regular meeting at which the vote will take place.

ARTICLE XI: CONSORTIUM YEAR

The consortium year shall begin on the first day of July each year and shall end on the thirtieth day of June of the next year.