

Nicolet Federated Library System (NFLS)

Trustee Training
April 2021



NFLS Constitution & Bylaws

- Updated in 2019
- Article II: Board of Trustees
 - Board members serve for 3 year terms
 - President and Vice-President are elected for two-year terms
 - Secretary and Treasurer serve for one-year terms
 - The above Officers and the Member-At-Large form the Executive Committee

NFLS Constitution & Bylaws

- Article III: Duties of Officers
 - President - Presides at all meetings of the Board of Trustees and Executive Committee; sets the agenda for meetings; serves as ex-officio member on all Committees
 - Vice President / President-Elect - Assists the President and conducts meetings in their absence; authorizes the payment of all checks and bills in the event the Treasurer or Director become unavailable
 - Secretary - Responsible for keeping a correct record of the proceedings of meetings and for all legally required notices and publications

NFLS Constitution & Bylaws

- Article III: Duties of Officers
 - Treasurer - Responsible for the receipt, deposit, investment and accounting of all money due the NFLS; presents current record of all financial transactions and account balances at each Board meeting
 - Member-At-Large - Responsible for attending meetings of the Executive Committee, acting simply as a representative of the Board

NFLS Constitution & Bylaws

- Article IV: Committees
 - All Committees are required to report to the full Board
 - Three Standing Committees
 - Executive – Advises the Board on policy matters; advises President on agenda matters
 - Finance – Provides financial oversight, including budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies
 - Personnel – Evaluates the Director and, in consultation with the Director, makes compensation, personnel policy, and staffing recommendations to the Board
 - Appointed by the President
 - Grant Committee – Reviews and approves NFLS-sponsored grants to member libraries
 - Nominating Committee - Presents a slate of officer nominations to the Board at the January meeting

NFLS Constitution & Bylaws

- Article V: Meetings

- Robert's Rules of Order shall be the final authority on parliamentary procedure at all meetings
- Special Meetings may be called by the President or by three members
- Fifty-one (51) percent of the members constitutes a quorum
- If a member has two unexcused absences within a calendar year, the President shall notify the appointing authority of such absences, suggesting that consideration be given to a replacement on the Board of Trustees

NFLS Constitution & Bylaws

- Article VI: Director
 - The Director is responsible for the administration of the System
 - The Board hires the Director but the Director hires and fires NFLS employees
 - The Director reports System activities and makes recommendations to the Board
 - The Director prepares an annual plan and budget for presentation to the Board

NFLS Constitution & Bylaws

- Article VII: Amendments

- Constitution and Bylaws may be amended by the majority vote of all members of the Board
- To do so, written notice of the proposed amendment must have been provided to all members at least ten (10) days prior to the meeting at which such action is proposed to be taken

Robert's Rules of Order

How Decisions Are Made At Meetings

- Main Motion

- To begin the process of making any decision, a member offers a proposal by making a motion for the group to take certain action.
 - “I move that...”
- Seconding a Motion – When one member makes a motion, it must be seconded in order to be considered by the group.
- Chair States the Question – The Chair repeats the motion
 - “It is moved and seconded that...”

Robert's Rules of Order

How Decisions Are Made At Meetings

- Main Motion

- Debating the Motion – Discussion of the proposed action

- Amendments to the motion can be made at the time.
 - An amendment can be made by any member - with or without the approval of the original motion-maker.
 - A vote on the amendment is held prior to a vote on the Main Motion. If adopted, the motion becomes: Main Motion as Amended.

- Putting the Question to a Vote

- The Chair will say, “The question is on the adoption of the motion that... All in favor say ‘aye.’ All opposed, say ‘no’.”

- The Chair Announces the Result of the Vote

- “The ayes have it, the motion is adopted.”

Robert's Rules of Order

How Decisions Are Made At Meetings

- Other Motions

- Postponing an Item to the Next Meeting
- Referring an Item to a Committee
- Motion to Reconsider an Item
 - Must be made at the same meeting.
 - Can only be made by a member that votes on the winning side.
- Motion to Rescind or Amend Item Previously Adopted
 - Made at subsequent meeting.
 - Requires 2/3 vote if no notice of the intent to take the action is given prior to the meeting.
 - If notice is given, majority vote is all that is required.

Robert's Rules of Order

How Decisions Are Made At Meetings

- Nominations and Elections

- Nominating Committee

- Chair of the Nominating Committee presents the slate of officers

- “The Nominating Committee submits the following nominations for President, Vice President, Treasurer, Secretary and Member-At-Large...”

- Chair can ask for additional nominations.

- Elections

- If only one candidate has been nominated, the Chair can simply declare the nominee elected or they can call for a vote.
 - Election becomes final when the Chair announces the results and the candidates immediately take office.

Robert's Rules of Order

How Decisions Are Made At Meetings

- Informal Procedures in Small Boards
 - Board members may raise a hand instead of standing when speaking or making a motion
 - Board member may speak any number of times during debate
 - Informal discussion of a subject is permitted while no motion is pending
 - Votes can be taken initially by a show of hands
 - In putting questions to vote, the Chair need not stand
 - If the Chair is a member of the Board, they can, without giving up the chair, participate in debate, make motions and vote on all questions

Open Meeting Laws

- DPI's Trustee Essential 14:Library Board and the Open Meetings Law can be found at <https://dpi.wi.gov/sites/default/files/imce/pld/pdf/TE14.pdf>
- Purpose of Open Meeting Laws:
 - Allows the public the fullest and most complete information regarding the affairs of government.
 - All meetings of state and local government bodies (including Library Boards) must be held in places open to the public and reasonably accessible to members of the public.

Open Meeting Laws

- Regular Meetings
 - Public notice of all Board and Committee meetings is required at least 24 hours in advance of any meeting, except in cases of emergency, when at least two hours notice is required.
 - Notice must be provided to the official local newspaper.
 - The meeting notice must also be posted in at least one public place, and preferably several.
 - The meeting notice must contain:
 - Time
 - Date
 - Location
 - All subjects to be discussed and/or acted upon at the meeting

Open Meeting Laws

- Special Meetings:
 - Special meetings of the Board may be called by the President or any three members of the Board. Notice in writing shall be sent by the Secretary to the members of the Board at least seven days before the meeting and such notice shall state the purpose and agenda.
 - Special Meetings must comply with Open Meeting Laws noticing requirements.

Open Meeting Laws

- Closed Session

- The most common reason for a closed session is to consider personnel-related issues, such as the annual Director Review.
 - A closed session is not allowed for purposes of considering *general* personnel policies or *general* staff compensation decisions, such as the staff salary scale.
 - Employee compensation discussions may be closed only when they concern a *particular* employee.

Open Meeting Laws

- Closed Session

- The following steps are required to conduct a closed session legally:

1. The meeting notice must indicate closed session will take place, identify the subject matter, and identify the specific statutory provision allowing a closed session.
 - If a closed session was not planned, a board may still go into closed session on any subject contained in the meeting notice, whether the notice provides for a closed session or not, if the board follows the procedures below.
2. The Board must first convene in open session.
3. The Chair must announce the intention of going into closed session and the purpose of the closed session.
4. The Chair must state the specific section of the law, by statute number (e.g., Section 19.85(1)(c) for a director evaluation session), which allows for the closed meeting. This announcement should be recorded in the minutes.

Open Meeting Laws

- Closed Session

- The following steps required for the Board to conduct a closed session legally:
 5. Going into closed session requires a motion, second, and roll call vote. The vote of each member on this motion must be recorded in the minutes.
 6. Attendance at the closed session is limited to Board members, necessary staff, and any other persons whose presence is needed for the business at hand.
 7. Closed session discussions must be limited to the subject announced in the meeting notice.
 8. Votes may be legally taken in closed session. But it is a better practice to vote after reconvening in open session. All Board actions, whether taken in open or closed session, must be recorded in the minutes.
 9. The Board may legally reconvene in open session as long as that intent was noted in the public notice of the meeting. A majority vote is required to reconvene in open session. If there was no advance public notice given, the Board must wait at least 12 hours before reconvening in open session.

Open Meeting Laws

- Accidental Meetings

- A “meeting” may happen accidentally if: (1) there is a purpose to engage in Board business, and (2) the number of members involved in the “meeting” constitutes a quorum.
- Walking Quorum Example:
 - Nine Board members attend Tracy’s Holiday Party. Discussion turns to NFLS’ budget.
- Email Example:
 - NFLS sends notice of a Board meeting to all Board members. Members begin to send messages to all members discussing an upcoming agenda item.
- The use of email by the Director/NFLS staff to send information to Board members (such as a meeting agenda and agenda packets) does not trigger Open Meetings Laws.

Public Record Laws

- DPI's Trustee Essential 15: The Library Board and the Public Records Law can be found at <https://dpi.wi.gov/sites/default/files/imce/pld/pdf/TE15.pdf>
- Wisconsin's public records law provides that almost all records of state and local governments (which includes Library Boards) be available for inspection and/or copying by the public.

Public Record Laws

- Board Minutes:
 - Wisconsin law requires that Board meeting minutes be kept and be made available to the public as required by the Public Records Law.
 - At a minimum, meeting minutes must indicate the board members present, all motions that were made and the result of any votes taken.

Public Record Laws

- Public Record Requests

- The Board must respond to all requests to view or copy public records made by any person and must respond “as soon as practicable and without delay.”
- Any denial of a written request for records must include a written statement of the reasons for denying the request and must inform the requester that the determination is subject to review.
- The right to receive a copy of any public record applies to records in any format—paper, computer file, recording, email, etc.