

Constitution and Bylaws of the Nicolet Federated Library System

Article I

Name, Authority, and Membership

Section 1: Effective January 1, 1976, the name of the Federated Library System shall be Nicolet Federated Library System (NFLS), organized under the provisions of Chapter 43, Wisconsin Statutes of 1971, and exercising the powers and assuming the duties granted to it under said statute.

Section 2: The purpose and mission of the NFLS is to provide member libraries cost effective and efficient access to resources, support, and expertise, resulting in vibrant community resources that better serve their patrons.

Section 3: Membership in the NFLS shall consist of the counties of Brown, Door, Florence, Kewaunee, Marinette, Menominee, Oconto, and Shawano, and any additional counties who, by action of their respective county boards, have adopted resolutions to participate and have appointed their allocated members to the Board of Trustees.

Article II

Board of Trustees

Section 1. The NFLS shall be governed by a system board consisting of 15, but not more than 20 members, as determined by the System Board of trustees, appointed under s. 43.19 Wisconsin Statutes, by the county boards of supervisors. The Board shall be apportioned according to the latest federal census, except that each participating county shall have at least one member. No one county shall constitute a majority.

Section 2. The Board of Trustees shall conduct the general business of the System.

Section 3. It is recommended that no member of the Board of Trustees shall serve more than two full terms consecutively. A full term shall consist of three years.

Section 4. When a vacancy on the board occurs during mid-term, the replacement Board member shall serve for the remainder of the term of the vacating Board member. Full terms for a replacement Board member shall be counted from the scheduled end of the term of the vacating board member.

Section 5. Officers of the Board of Trustees shall Be President, Vice-President (President-elect), Secretary and Treasurer. The President and Vice-President shall be elected for two-year terms and the Secretary and Treasurer shall be elected for one-year terms, by the Board of Trustees

from its membership at the annual meeting of the Board. Rotation of board members in the officer's position should be done as often as practicable.

Section 6. The officers of the board, the immediate past president, and one member elected from the Board of Trustees at the annual meeting shall form the Executive Committee. The immediate past president shall be an ex-officio member of the Executive Committee. No member shall serve more than six consecutive years on the Executive Committee of the board.

Section 7. In case of a vacancy in any office or on the Executive Committee, the Board shall fill the position at its next meeting, except in the case of President. In case of a vacancy in that office, the Vice President (President-elect) shall take over the office with full duties and responsibilities. Service of more than 18 months of an unexpired presidential term by a President-elect, disqualifies such President-elect from succession in that office.

Section 8. The Board of Trustees shall be bonded by the Nicolet Federated Library System.

Article III Duties of Officers

Section 1. President

- a) The President shall preside at all meetings of the Board of Trustees and Executive Committee and conduct the same according to the rules adopted by the Constitution and Bylaws, decide all questions of order, and perform all customary duties pertaining to the office of President.
- b) The President shall set the agenda for all regularly scheduled and special meetings of the Board.
- c) The President shall be an ex-officio member of all committees.
- d) Upon completion of term, the President shall serve on the Executive Committee as Immediate Past President, in an ex officio capacity.

Section 2. Vice President

- a) The Vice-President shall assist the President and conduct meetings in the absence of the President.
- b) The Vice-President shall be considered President-elect.
- c) The Vice -President shall co-sign all checks and authorize the payment of all checks and authorize the payment of all bills in the event that the Treasurer or the Director of the NFLS becomes incapacitated or unavailable for a short period of time. In the event of a long-term incapacitation of the Director, the Board of Trustees shall take appropriate remedial action.

Section 3. Secretary

- a) The Secretary shall be responsible for keeping a correct record of the proceedings of meetings of the Board and the Executive Committee and shall be responsible for all legally required notices and publications. For reasons of expediency and practicality, the Secretary may delegate any of the aforementioned duties to the

staff. If delegated, the Secretary maintains all responsibility and authority for staff action, unless otherwise assumed by the Board of Trustees.

Section 4. Treasurer

- a) The Treasurer shall be responsible for the receipt, deposit, investment and accounting of all money due the NFLS in such a manner and in such place as the Board of Trustees may direct. For reasons of expediency and practicality, the treasurer may delegate any of these aforementioned duties to the staff. If delegated, the Treasurer maintains all responsibility and authority for staff actions, unless otherwise assumed by the Board of Trustees. The Treasurer (and the NFLS Director) shall co-sign all checks and authorize the payment of bills, subject to ratification of the Board of Trustees. Such bills shall be post-audited and formally approved at the next meeting of the Board of Trustees. The Treasurer shall also keep and present at each regular meeting of the trustees, a complete, correct, and current record of all financial transactions and account balances.

Section 5. Member-At-Large

- a) The Member-At-Large is responsible for attending meetings of the Executive Committee and is a “member without portfolio” of the Committee acting simply as a representative of the Board. The Member-At-Large is an equal on the Executive Committee with the other officers but has no other official duties.

Article IV Committees

Section 1. There shall be three standing committees of the Board: an Executive Committee which is comprised of the officers, Member-At Large, and the immediate past president; a Personnel Committee and a Finance Committee. The Executive Committee, with the input of the Trustees, shall advise the Board on policy matters, and shall advise the President on agenda matters. The Personnel Committee be responsible for the evaluation of the Director and in consultation with the Director, shall make compensation, personnel policy, and staffing recommendations to the Board. The duties of the Finance Committee shall be to provide financial oversight for the organization. Such oversight will include budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies. All committees shall report to the full Board of Trustees.

Section 2. The President shall appoint a nominating committee prior to the annual meeting at which the Nominating Committee shall present a slate of officers and member-at-large.

Section 3. All other committees (with the exception of the Executive Committee) will be appointed by the President of the Board.

Article V Meetings

Section 1. The Board of Trustees shall meet every other month, beginning with the annual meeting in January/February of each year.

Section 2. Robert's rules of Order (latest revision) shall be the final authority on parliamentary procedure at all meetings of the board and committees.

Section 3. Meetings of the Board of Trustees may be called by the President or any three members of the Board. Notice in writing shall be sent by the Secretary (or his/her designee) to the members of the Board at least seven days before the meeting and such notice shall state the purpose and agenda, subject to Wisconsin Statutes Chapter 19, Subchapter IV, Open Meetings of Governmental bodies, 19.81 et. Seq.

Section 4. Fifty-one (51) percent of the Board of Trustees shall constitute a quorum. In the absence of a quorum the only legal act shall be adjournment.

Section 5. When a member of the Board of Trustees has been absent without notice or reasonable cause from two regularly scheduled meetings of the Board of Trustees 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.

Article VI Director

Section 1. There shall be appointed a Director of the NFLS who shall have responsibility for the administration of the System in accordance with such state laws and administrative code requirements as are applicable, the Constitution and Bylaws, and policies and regulations of the system as determined by the Board of Trustees. Such director shall be appointed by the Board of Trustees and be directly responsible to the Board.

Section 2. The Director of the NFLS shall be hired by the Board of Trustees. Employees of the system shall be hired and dismissed by the Director in accordance with the personnel and budgetary policies of the NFLS.

Section 3. All employees of the System shall be directly responsible to the Director for proper performance of their duties.

Section 4. The Director of the System shall attend all meetings of the Executive Committee and Board of Trustees, except those at which the appointment or salary of the director is discussed. The Director shall present reports of the activities of the System and other such reports and recommendations as may be required by the Executive Committee and/or the Board.

Section 5. The director shall prepare an annual plan and budget for presentation to the Board.

Article VII Amendments

The Constitution and Bylaws may be amended at any regular meeting of the Board by the majority vote of all members of the Board, provided written notice of the proposed amendment shall have been provided to all members at least ten (10) days prior to the meeting at which such action is proposed to be taken.

Approved by the Executive Committee 2/9/76.
Adopted by the Board of Trustees, 2/25/76
Amended, 4/21/77
Amended, 7/21/77
Amended, 7/21/82
Amended, 1/25/84
Amended, 1/18/91
Amended, 4/14/98
Amended, 1/18/00
Amended, 12/3/2019
Approved by the Executive Committee 11/7/2019
Adopted by the Board of Trustees, 12/3/2019
Amended and Adopted by the Board of Trustees, 10/14/2021