

## **Wisconsin Public Library Consortium Organizational Bylaws**

Adopted 3/5/03

Revised 2/13/08

Revised 12/2/09

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### **Article 1 – Name and Authority**

The name of the organization shall be the Wisconsin Public Library Consortium (hereinafter referred to as WPLC or the Consortium). The WPLC is created and organized as a contractual agreement between and among Wisconsin public library systems who are Partners in the consortium.

### **Article 2 – Purpose and Mission**

WPLC was created and is intended for the following purposes:

1. To provide Wisconsin citizens with access to a collection of electronically published materials in a wide range of subjects, which they may access from home, work or school or from any library in the Consortium.
2. To undertake such other projects, primarily concerned with research and development and/or new technologies, as the Consortium shall from time to time determine.
3. To increase public awareness about the availability and advantages of electronic materials and such other projects and services as the Consortium may from time to time undertake.
4. To increase public library staff understanding of new technologies and other Consortium undertakings, and to develop training programs so that staff may help the public understand and use these products and services.
5. To maintain a decision-making and fiscal model for public library cooperation that will allow libraries to collaborate to explore and implement new information technologies and issues, sharing the costs as well as the knowledge and resources.

### **Article 3 – Participation**

1. Participation shall be open to all Wisconsin public library systems and public libraries. Participants shall be designated either as Partners or Members.
2. Partners are those Wisconsin public library systems that have paid a startup fee, or rejoining fee, and pay ongoing partner assessments.
3. Members are those Wisconsin public libraries that invest in WPLC's Digital Library.
4. Partner Assessment Levels: Each Partner's assessment level shall be based on population, as listed below. Population shall be determined according to the most recent Wisconsin Library Service data published by the Department of Public Instruction.

Level 1: (Service Area Population up to 300,000)

Level 2: (300,001 to 600,000)

Level 3: (600,001 to 900,000)

Level 4: (Over 900,001)

5. Ongoing Partner Assessment: The WPLC Board sets an annual budget and assesses the sums for the various population levels required to fund this budget. Each Partner must either pay the annual assessment adopted in order to continue to participate as a Partner, or opt out of WPLC Partner status and give up access to the shared services as well as a seat on the WPLC Board. Partners that opt out of the WPLC, but wish to return to the group at a later time will be assessed a “rejoining” fee. This fee will be determined on a case by case basis by majority vote of the remaining WPLC Board members.

#### **Article 4 – WPLC Board**

1. All official business of the WPLC is conducted by the WPLC Board.
2. The WPLC board shall meet not less than quarterly, at a time and place to be set by the WPLC Board, and noticed to the Partners not less than two weeks before the date of the meeting. One meeting per year shall be designated as an annual meeting, at which several representatives from each Partner shall be encouraged to attend. In addition to other business, this meeting shall be used to evaluate the activities and progress of WPLC to date and to consider the future of the Consortium. Any three or more Partners can call for a special meeting of the WPLC Board at any time, upon at least two weeks’ notice.
3. The Board shall consist of one voting representative from each of the Partners. Each Partner shall designate its own voting representative, and may change that voting representative at any time. Partners may send more than one representative to participate in the deliberations of the Board, but each Partner shall have only one vote.
4. Meetings shall be run in accordance with the most recent edition of “Robert’s Rules of Order.”
5.
  - a. WPLC may annually hire a project manager who, among other duties, shall be responsible for creating each meeting agenda, seeking input from and informing the Partners, chairing the meeting, creating the meeting minutes, and ensuring that decisions made in the meeting are carried out in a timely manner.
  - b. Alternatively, WPLC may choose to annually elect a Chair who shall preside at all Consortium meetings, create each meeting agenda – seeking input from the project manager and from the Partners – and/or a Recording Secretary who shall create meeting minutes. WPLC shall then annually hire a project manager who, among other duties, shall be responsible for seeking input from and informing the Partners, ensuring that decisions made in the meeting are carried out in a timely manner, and filling the role of Chair or Recording Secretary if WPLC chooses not to elect the office.
  - c. If alternative b is ever chosen, the Chair and/or the Recording Secretary shall be elected from among the Partners at the first meeting of each calendar year.
  - d. If a candidate is not found for a Recording Secretary, then one of the WPLC partners present at any meeting of the WPLC shall volunteer to record the minutes of the meeting and prepare them for distribution to the WPLC partners.

6. A quorum of the board shall consist of a simple majority of the Partners.

#### **Article 5 – Digital Library Steering Committee**

1. The Digital Library Steering Committee (hereinafter referred to as the Steering Committee) is established to oversee WPLC's Digital Library program.
2. The Steering Committee shall consist of one or more representatives from each Partner. The number of representatives from each Partner shall be determined by the aggregate annual investment in the Digital Library made by each Partner and its Members. Annually, the WPLC Board shall determine the amount, or portion thereof, invested in the Digital Library that shall entitle a Partner to have one representative on the Steering Committee.
3. The Steering Committee shall select a Chair from among its members.
4. The Steering Committee shall make policy and budget recommendations to the WPLC Board for formal approval. The Steering Committee shall make all decisions relating to the day-to-day operation of the Digital Library.
5. The Steering Committee shall establish and oversee a Selection Committee to select materials for inclusion in the Digital Library, and the Selection Committee shall report to the Steering Committee.
6. The Steering Committee shall be empowered to establish, specify composition, and specify duties for any special committees or task forces necessary for the continuing operation of the Digital Library. The Steering Committee shall be empowered to dissolve any special committee or task force that it no longer deems necessary for the continuing operation of the Digital Library.
7. The WPLC Board shall select from among its members an official representative to the Steering Committee. The WPLC Board representative shall be a full voting member of the Steering Committee.

#### **Article 6 – General Operating Principles**

1. The WPLC Board retains full decision-making authority regarding the assessment of Consortium fees, expenditure of funds, and in determining eligibility for participation in the Consortium Shared Services and for such other projects as the Consortium may from time to time undertake.
2. All Consortium Partners will have access to all shared electronic services purchased by the Consortium unless otherwise restricted by the vendor. The Consortium agrees that access will only be made available to the Consortium Partners participating in the shared electronic service.
3. All Consortium Partners that choose to offer remote (i.e., outside the library) access to these materials must make such access available in accordance with methodologies determined by the WPLC Board.
4. The WPLC Board will contract annually with one of the Partners or another agency of its choosing to act as its agent and business manager on such terms as are mutually acceptable.

5. WPLC will invoice Partners as promptly as possible for annual assessments and other goods and services as required. Payment of such invoices is due within 60 days.
6. The WPLC Board may form any committees and/or task forces that it deems necessary to its operation, and dissolve any such subgroups that it deems no longer necessary. All subgroups are advisory to the WPLC Board. The WPLC Board must ratify policy and budget recommendations of all subgroups.
7. The WPLC Board may from time to time either undertake projects of various sorts or entertain member requests to undertake such projects. The WPLC Board retains full decision making authority regarding such projects, including any grant funds to be allotted to them, who may participate, at what cost, and on what terms.
8. The WPLC Board may contract with any other agency, as appropriate, to provide goods or services or to receive goods or services. The terms for the provision or receipt of goods or services will be specified in an agreement executed by the WPLC Board and the other agency.
9. The WPLC Board or its appropriate subgroup will develop guidelines to accompany these operating principles. These should include materials selection methodologies and policies, the determination of circulation periods, and so forth.
10. The WPLC Board may develop additional operating principles as required.

#### **Article 7 – Dissolution**

1. If the Partners ever decide not to continue any activities as the Consortium shall have undertaken, then any funds set aside for such activities (other than any legally restricted funds such as grants received or outstanding debts arising from such activities), will be apportioned to current Partners based on their assessment levels.

#### **Article 8 – Amendments**

1. These Bylaws, except as otherwise specified in this document, may be amended at any meeting of the WPLC Board where a quorum is present by a two-thirds vote of the members present, providing a copy of the proposed amendment was distributed to the WPLC Partners at least two weeks prior to the next scheduled Board meeting. These Bylaws shall be reviewed no later than 2017 and every four years thereafter.