



## Welcome to the 2024 WPLC Board!

The following packet includes several documents that will help you to understand your role and responsibilities as a WPLC Board Member.

The packet includes:

- WPLC Organization Chart
- WPLC Governance Explanation of WPLC Board and Steering Committees Roles
- WPLC Board Position Description
- WPLC Board and Steering Committees Communication Best Practices
- WPLC Budget Explanation Document
- Current WPLC Budget
- WPLC Bylaws

All meeting agendas will be emailed to the Board a week before the meeting. All agendas, meeting documents, and meeting minutes can be found online on the [wplc.info](http://wplc.info) website in the Board section of the site. The first meeting of the WPLC Board is February 19, 2024, at 2:00 pm. The meeting dates for all WPLC groups can be found on the [WPLC Calendar](#) or [in list format here](#).

This year's Board Chair is Rebecca Scherer (MCLS), and Vice Chair is Bradley Shipp (OWLS).

To help guide you with questions you may have about WPLC or issues with Wisconsin's Digital Library, here is a quick help guide:

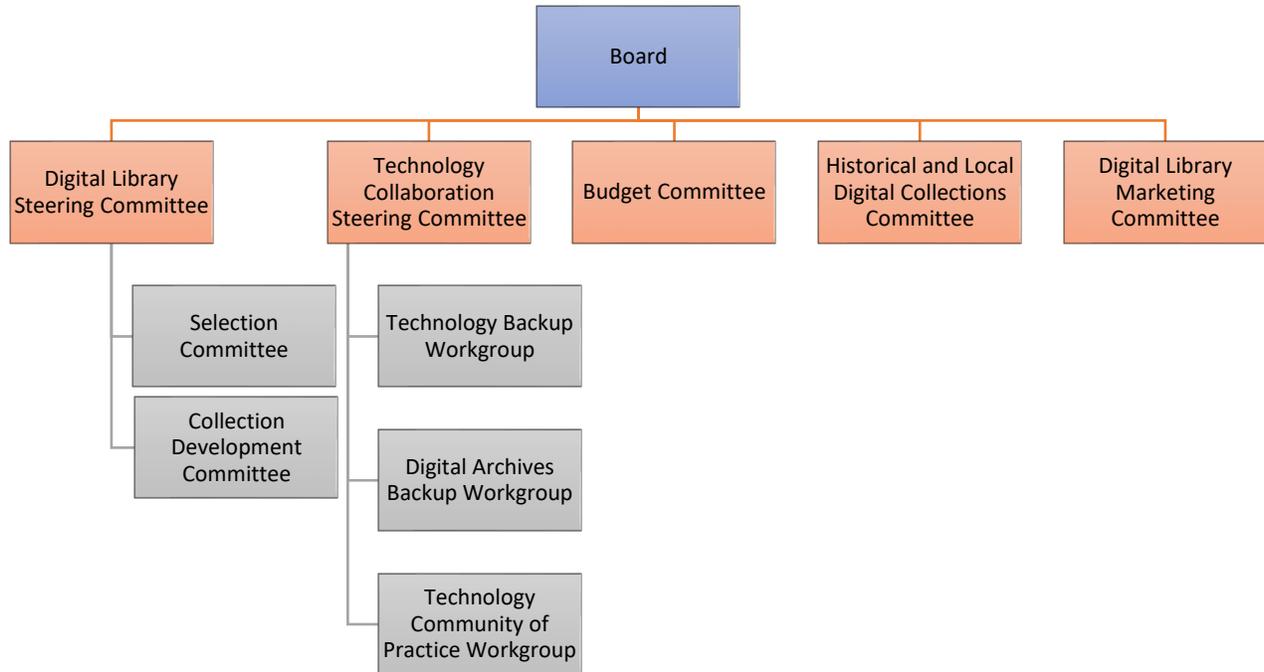
- **General questions about WPLC:** Contact project managers at [wplc-info@wils.org](mailto:wplc-info@wils.org). Use this email instead of a direct, individual email to get the quickest response, as this box is monitored by all WPLC project managers.
- **OverDrive Issues, including performance, reports, and authentication:** Using your OverDrive Marketplace account, contact OverDrive directly by opening a ticket in the Support tab of Marketplace.
- **Content Reconsideration Issues:** Any challenges to Wisconsin's Digital Library content should be directed to fill out [Wisconsin's Digital Library Reconsideration Form](#).
- **Advantage account or purchasing issues:** Contact our OverDrive Account Manager or Team member. Their direct contact information can be found in the Support tab of Marketplace.
- **Marketplace account issues (creation, deletion, log in issues):** Contact project managers at [wplc-info@wils.org](mailto:wplc-info@wils.org).

I look forward to a productive year with you all!

Thank you,

Melody Clark  
WPLC Project Manager, WILS

# WPLC Organization Chart



Body	Makeup	Charge	Reports to
Board	The Board consists of one representative for each Partner (public library system). A chair among the representatives is elected each year.	The Board is charged with conducting all official business of the WPLC. They make decisions regarding the assessment of fees, expenditure of funds, and determine eligibility for participation in WPLC projects and services. They may undertake other projects and make decisions regarding such projects.	N/A
Budget Committee	The committee includes the WPLC Chair, a Steering Committee Liaison, a representative from any standing committees, and at least one additional WPLC Board member.	This committee is constituted every other year to develop the budget for WPLC. The Committee determines the recommendation for operating expenditures for the following two years and utilizes the recommendation of the DL Steering Committee for the buying pool amounts.	Board
Historical and Local Digital Collections Committee	The committee consists of at least one Board representative along with partner and member representatives with interest in the Committee's charge.	This committee will consider ways to leverage collaborative projects and partnerships to foster enhanced digital access and preservation services for Wisconsin Public Libraries' historical and local collections.	Board

<b>Body</b>	<b>Makeup</b>	<b>Charge</b>	<b>Reports to</b>
Digital Library Marketing Committee	The committee is comprised of library and system members.	This committee aims to establish a useful and sustainable social media presence for Wisconsin's Digital Library, sharing information about OverDrive and any other products that may be added to the library.	Board
Digital Library Steering Committee	The committee comprises one or more representatives from each public library system. The number of representatives from each Partner shall be determined annually by the Board. A chair among the representatives is elected each year.	This committee makes budget and policy recommendations to the WPLC Board for formal approval, makes all decisions relating to the day-to-day operation of the Digital Library and is empowered to establish, specify composition, and specify duties for any committees needed for the continuing operation of the Digital Library.	Board
Technology Collaboration Steering Committee	Membership is open to one administrative-level representative appointed by each Wisconsin public library system. The Committee shall have a minimum of seven members, with a liaison from the WPLC Board. The Wisconsin Department of Public Instruction, Division for Libraries and Technology may appoint up to two staff members to participate on this Committee on a standing, advisory basis.	This committee is responsible for: <ul style="list-style-type: none"> <li>• Developing member agreements for members participating in a collaboration initiative.</li> <li>• Soliciting legal advice when necessary.</li> <li>• Developing budgets and breakdown of costs and fees for a collaboration initiative.</li> <li>• Recruiting and recommending a Fiscal Agent from systems participating in a collaboration initiative.</li> </ul>	Board
Selection Committee	The Selection Committee consists of two representatives from each of the public library systems in Wisconsin.	The Selection Committee is charged with the selection and purchase of materials for Wisconsin's Digital Library.	Digital Library Steering Committee
Collection Development Committee	The committee consists of three representatives from each of the following bodies: Board, Digital Library Steering Committee, and Selection Committee. The Committee convenes every other year.	To evaluate the composition of the collection purchased by the digital buying pool with particular attention on known concerns and potential additions to the collection. Specifically, the group will: <ul style="list-style-type: none"> <li>• Solicit feedback from the community regarding collection areas.</li> <li>• Create recommendations for the allocation of the buying pool.</li> <li>• Develop an updated selection policy.</li> <li>• Document process for consideration of new collection areas/formats and creation of a recommendation for buying pool allocation.</li> </ul>	Digital Library Steering Committee

<b>Body</b>	<b>Makeup</b>	<b>Charge</b>	<b>Reports to</b>
Technology Backup Workgroup	Membership is open to a representative from each host site, and representatives from current and potential collaboration partners.	This workgroup will provide project expertise, develop overall project budget needs and governance structure for the backup collaboration project.	Technology Steering Committee
Digital Archives Backup Workgroup	Membership is open to a representative from each host site, and representatives from current and potential collaboration partners, including representation from Recollection Wisconsin.	This workgroup will provide project expertise, develop overall project budget needs and governance structure for the digital archives backup collaboration project.	Technology Steering Committee
Technology Community of Practice Workgroup	Membership is open to any technology professional from any Wisconsin Public Library System. Members may contribute in any capacity and on any project. Members may come and go as appropriate.	There is no charge for this group.	Technology Steering Committee

# WPLC Board & Steering Committees

Roles & Other Information, January 2024

The chart below outlines basic information about the WPLC Board and Steering Committees. For more information about the WPLC governance, including links to meeting agendas and notes, members, chair information, and bylaws, see <http://www.wplc.info/governance>

For questions or concerns regarding WPLC governance, please contact the chairs of the bodies, or WILS ([wplc-info@wils.org](mailto:wplc-info@wils.org)). WILS, as project manager for WPLC, provides coordination for all WPLC governance activities and can answer questions or relay information to the appropriate body.

	Number of members	How members are selected	Meeting frequency	Role of the governance body (from WPLC Bylaws)
<b>WPLC Board</b>	One representative per system partner	System selects staff member to represent them.	5 meetings per year.	<ul style="list-style-type: none"> <li>Conduct all official business of the WPLC.</li> <li>The WPLC Board may undertake other projects or entertain Partner or 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.</li> <li>The WPLC Board makes decisions regarding the assessment of fees, expenditure of funds, and in determining eligibility for participation in Consortium projects and services. It is expected that each Partner will include its assessment in its budget and have the assessment approved by its governing board.</li> </ul>
<b>WPLC Digital Library Steering Committee</b>	<p>Number of reps per system are determined by amount contributed to the buying pool with a maximum of 25 reps.</p> <p>In addition, there is one WPLC Board member elected each year as the Steering Representative Liaison.</p>	Each system chooses who will represent them by whatever process they deem appropriate. It is the intent that these reps be from the public libraries and systems that contribute funds to the Digital Library.	5 meetings per year.	<ul style="list-style-type: none"> <li>The Digital Library Steering Committee is established to oversee WPLC's Digital Library program.</li> <li>The Digital Library Steering Committee shall make policy and budget recommendations for the Digital Library Buying Pool and the Digital Library 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.</li> <li>The Digital Library 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.</li> </ul>

	<b>Number of members</b>	<b>How members are selected</b>	<b>Meeting frequency</b>	<b>Role of the governance body (from WPLC Bylaws)</b>
<b>WPLC Technology Collaboration Steering Committee</b>	<p>No more than 25 total representatives with a minimum of seven members and a DPI, Division for Libraries and Technology, rep on a standing, advisory basis.</p> <p>In addition, there is one WPLC Board member as the Steering Representative Liaison.</p>	Representatives appointed by each Wisconsin public library system.	4 meetings per year.	<ul style="list-style-type: none"> <li>• The Technology Steering Committee is responsible for the following: <ul style="list-style-type: none"> <li>• Reviewing and approving proposals from the Technology Operations Committee.</li> <li>• Developing member agreements for members participating in a collaboration initiative</li> <li>• Soliciting legal advice when necessary</li> <li>• Developing budgets and breakdown of costs and fees for a collaboration initiative</li> <li>• Recruiting and recommending a Fiscal Agent from systems participating in a collaboration initiative.</li> </ul> </li> </ul>

## WPLC Board Representative Job Description

- Board representatives support the consortium in its purpose and mission as stated in the consortium bylaws:
  - To maintain a decision-making and fiscal model for public library cooperation that will allow libraries to explore and implement collaborative projects, sharing the costs as well as the knowledge and resources.
  - 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 Member library.
  - To undertake such other collaborative services or projects primarily concerned with research and development and/or the advancement of public libraries, as the Consortium shall from time to time determine. The Consortium may choose to provide ongoing maintenance for a project or may choose to transition this maintenance to another entity or entities at the discretion of the Board.
  - To increase public awareness about the availability and advantages of services and projects the Consortium may from time to time undertake.
  - To increase stakeholder understanding of Consortium undertakings, and to develop training programs so that library staff may help the public understand and use these products and services.
  
- Board representatives participate in the board's role as stated in the consortium bylaws:
  - Conduct all official business of the WPLC.
  - The WPLC Board may undertake other projects or entertain Partner or 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.
  - The WPLC Board makes decisions regarding the assessment of fees, expenditure of funds, and in determining eligibility for participation in Consortium projects and services.
  
- Board representatives are expected to attend and be prepared for board meetings, which occur not less than quarterly.
  
- Board representatives will be responsible for reporting information to the libraries they represent and gathering feedback and input as needed.
  
- Board representatives have the authority to represent the system and to vote on budgetary and other issues brought to the WPLC board.

## WPLC Board and Steering Committee Communication Best Practices

In August of 2017 a survey of WPLC current Board and Digital Library Steering members was conducted on how they communicate WPLC related information with one another and within their systems. From the survey and conversations by both bodies, the following guidelines for communication were created.

### **Before Meetings**

- Representatives should read through the prepared agendas and related documents before meetings.
- Inform Board/Steering counterpart of any new business that may require feedback.

### **After Meetings**

- Report out general information to the system members after meetings. Either forward notes or highlight activities or decisions made during the meetings.
- Touch base with Board/Steering counterpart to inform them of any decisions, recommendations or suggestions that may be discussed at their next meeting.
- Gather feedback from counterpart or library system members as a whole, if necessary.
- Share out any vendor or features that are coming soon to the rest of the system members to help prepare them in assisting patrons.

### **General Information Sharing**

- Set a way within your system to disperse information; email, newsletters, directors' meetings, etc.
- Be consistent with communication channels so your system and library members know where to expect to receive WPLC related information.

### **Decision Making and Voting**

- Board and Steering representatives should communicate with one another and with their system members before meetings to determine how a vote should be placed.
- Decision making should be done through standard communication channels.

## **2024 WPLC Board Members**

Bridges: Mellanie Mercier

IFLS: Katelyn Noack – *Liaison to Technology Backup Collaborations Steering Committee*

Kenosha: Rob Nunez

Manitowoc-Calumet: Rebecca Scherer – *Chair*

Milwaukee: Steve Hesper

Monarch: Riti Grover

Nicolet: Tracy Vreeke

Northern Waters: Gina Rae

OWLS: Bradley Shipps – *Vice Chair*

Prairie Lakes:

South Central: Jean Anderson – *Liaison to Digital Archives Backup Collaborations Steering Committee*

Southwest: Shauna Koszegi

Winding Rivers: Kristen Anderson – *Liaison to Tech Steering Committee*

Winnefox: Clairellyn Sommersmith

Wisconsin Valley: Rachel Metzler – *Liaison to Digital Library Steering Committee*

## **2024 WPLC Digital Library Steering Representatives**

Bridges: Shawn Carlson, Waukesha Public Library

Bridges: Abby Armour, Mukwonago Community Public Library

IFLS: Martha Spangler, Altoona Public Library

Kenosha: Shannon Urban, Kenosha Public Library

Manitowoc-Calumet: Lisa Pike, Manitowoc Public Library

Milwaukee: Beth Henika, Milwaukee Public Library

Milwaukee: Mary Lopez, Milwaukee Public Library

Milwaukee: Kenny Schlueter, Greenfield Public Library

Monarch: Alex Harvancik, Horicon Public Library

Nicolet: Clare Kindt, Brown County Library

Northern Waters: Leslie Mehle, Superior Public Library

Outagamie-Waupaca: Holly Selwitschka, Kimberly Public Library

Prairie Lakes: Michael DeVries, Beloit Public Library

South Central: Eric Norton, McMillan Public Library

South Central: Molly Warren, Madison Public Library

Southwest: Karina Zidon, Platteville Public Library, *Vice Chair*

Winding Rivers: Kayla Mathson, Independence Public Library

Winnefox: Nicole Hardina-Wilhelm, Neenah Public Library, *Chair*

Winnefox: Christina Lyon, Caestecker Public Library

Wisconsin Valley: Ada Demlow, Antigo Public Library

WPLC Board Representative: Rachel Metzler, WVLS

## **2024 WPLC Technology Collaboration Steering Committee Representatives**

Kristen Anderson, WRLS

Wyatt Ditzler, PLLS

Steve Hesper, MCFLS

Karol Kennedy, BLS

Sherry Machones, NWLS

Marla Sepnafski, WVLS

Vicki Teal Lovely, SCLS, *Chair*

John Thompson, IFLS

Melissa Aro, DPI (Advisory)

Ben Millier, DPI (Advisory)

## An Explanation of the Wisconsin Public Library Consortium (WPLC) Budget January 2024

There are three components to the WPLC budget:

1. Digital buying pool
2. WPLC member shares
3. Magazines

Each component has a different purpose and a different decision-making process as described below.

### **Digital Buying Pool**

The digital buying pool is used to purchase content for Wisconsin's Digital Library. For 2024, the buying pool amount has been set at \$1,474,388. The buying pool is divided into a “base” amount that is applied to share collection and a “holds reduction” amount that is contributed to an Advantage account for each system. For 2024, the base amount is \$1,316,888 and the holds reduction amount is \$157,500.

Each of the public library systems contributes to the buying pool based on a formula that involves the following steps:

1. Determine each system's percentage of the total population of the state (using the Extended County Population from DPI).
2. Determine each system's percentage of the previous year's circulation of Wisconsin's Digital Library shared collection materials.
3. Multiply the percentage of the previous year's circulation by 3 (to weigh it at 75% of the total) and add the system's percentage of the total population of the state.
4. Divide the number by four to find the percent of the buying pool base that the system will contribute.
5. Multiply that percentage by the buying pool base amount for the dollar figure.
6. Determine each system's percentage of the previous year's holds in Wisconsin's Digital Library.
7. Multiple that percentage by the holds reduction amount for the dollar figure.
8. Add the two dollar amounts together to determine the total contribution for the system.

Let's walk through an example of the steps:

1. Determine each system's percentage of the total population of the state.  
*For purposes of this example, let's say the system has 25% of the total population of the state.*
2. Determine each system's percentage of the previous year's circulation of Wisconsin's Digital Library materials.  
*Again, for purposes of this example, let's say the system has 15% of the previous year's circulation.*

3. Multiply the percentage of the previous year's circulation by 3 (to weigh it at 75% of the total) and add the system's percentage of the total population of the state.

$$(15 * 3) + 25 = 70$$

4. Divide the number by four to find the percent of the base buying pool that the system will contribute.

$$70 / 4 = 17.5\%$$

5. Multiply that percentage by the base buying pool amount for the dollar figure.

$$17.5\% * \$1,316,888 = \$230,455$$

6. Determine each system's percentage of the previous year's holds in Wisconsin's Digital Library.

*For the purposes of this example, let's say the system has 10% of the previous year's holds.*

7. Multiple that percentage by the holds reduction amount for the dollar figure.

$$10\% * \$157,500 = \$15,750$$

8. Add the two dollar amounts together to determine the total contribution from the system.

$$\$230,455 + \$15,750 = \$246,205$$

The process to determine the total buying pool amount involves multiple bodies and provides the opportunity for feedback from the entire community. It begins with the Collection Development Committee, which reviews issues and requests related to the collection, asks for feedback from patrons and library staff, and analyzes usage statistics to create a recommendation for the following year's buying pool amount. This recommendation is proposed to the Digital Library Steering Committee, which either accepts or modifies the recommendation and then sends the recommendation to the WPLC Board, which incorporates the recommendation into the following year's budget.

Opportunities for feedback are provided for member libraries and system staff prior to the Digital Library Steering Committee meeting, where the recommendation is acted upon.

A complete schedule of the budget process is included on the following page.

### **WPLC Partner Shares**

The WPLC partner shares budget is used to *provide support and funding for the WPLC consortium itself*. The partner shares pay for project management, the consortium's website, platform fees, a designated fund for research and development, and a designated reserve fund. In 2024, the amount of the partner shares is \$117,720. The amount is divided equally among the 15 systems.

The annual WPLC partner shares amount is determined by the WPLC board.

## WPLC Magazines

In 2021, Magazines were added to Wisconsin's Digital Library. The total cost for 2024 is \$100,000. The cost for magazines is split among the systems using a 25% population and 75% magazine usage formula. The formula for the cost of magazines will be determined every year.

## Budget Schedule

The table below outlines the activities for the WPLC budget process. The Budget and Collection Development Committee convene every two years to set and create budgets for the next two years. The Board approves the Budget annually.

WPLC Collection Development Committee begins work on creating a recommendation for the buying pool amount.	October
WPLC Board creates Budget Committee to discuss member shares.	February
WPLC Collection Development Committee sends recommendations to the Digital Library Steering Committee and the Digital Library Steering Committee reviews and provides feedback.	February
Collection Development Committee makes necessary changes based on the DL Steering Committee's feedback and requests.	March
Buying pool amounts for each system are calculated and distributed to the Board.	Mid-April
Digital Library Steering Committee discusses the final recommendations.	April
Recommendation is presented at the WPLC Annual Meeting (which includes Board, Steering Committee members, and anyone interested in attending).	Late April/Early May
Digital Library Steering Committee takes action on the recommendation.	May
WPLC Board approves complete budget for following year.	June

WPLC Budget  
2024

		<b>2024 budget</b>	<b>2023 budget</b>
	<b>Income</b>		
a.	Carryover*		\$0
b.	Partner shares	\$117,722	\$111,250
c.	Buying pool income	\$1,474,388	\$1,407,666
d.	Magazine Costs	\$100,000	\$80,000
f.	Other income		\$0
	<b>TOTAL</b>	<b>\$1,692,110</b>	<b>\$1,598,916</b>
	<b>Expenses</b>		
	<b>Operating/project expenses</b>		
a.	Program management	\$78,705	\$74,250
b.	OverDrive Vendor Fees	\$18,000	\$18,000
c.	OverDrive Content	\$1,474,388	\$1,407,666
d.	Magazine Costs	\$100,000	\$80,000
f.	Digital Newspaper Hosting	\$0	\$3,000
g.	ContentDM Hosting**	\$3,750	\$0
h.	Website	\$1,017	\$1,000
i.	Conference and Scholarship Costs	\$1,250	\$0
	<b>Reserve/R&amp;D Fund Allocations</b>		
i.	R & D	\$10,000	\$10,000
j.	Reserve	\$5,000	\$5,000
k.	Other	\$0	\$0
	<b>TOTAL</b>	<b>\$1,692,110</b>	<b>\$1,598,916</b>
	*We do not assume any carryover in our budget. As of 2/28/2023, there is \$59,000 in R&D and \$48,758.80 in Reserve.		
	**CONTENTdm hosting will be paid for by Milwaukee Public Library for 2023		

# Wisconsin Public Library Consortium Organizational Bylaws

Adopted 3/5/03; Revised 2/13/08; Revised 12/2/09; Revised 9/25/13; Revised 08/27/14; Revised 02/19/18;  
Revised 6/13/22

## Article 1 – Definitions

The following terms are used in these bylaws:

1. **Partners:** Wisconsin public library systems that pay ongoing partner assessments to the Wisconsin Public Library Consortium.
2. **Members:** Public libraries that belong to one of the Partner public library systems.
3. **Affiliate Organizations:** Non-partners or members that are allowed by the WPLC board to serve in an advisory status (ex-officio, non-voting) on WPLC committees or bodies, at the steering committee level or below.
4. **Ongoing Services:** Board-approved collaborations to which the WPLC has made a long-term, operational commitment. Each Ongoing Service has a steering committee and potential subcommittee structure. Examples include the digital library and the technology collaboration.
5. **Shares:** The amount contributed by the Partners to the general operating budget of the Wisconsin Public Library Consortium.

## Article 2 – 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 voluntary association between and among Wisconsin public library systems who are Partners in the Consortium. The WPLC is separate and autonomous from the Wisconsin public library systems and the boards of those systems.

## Article 3 – Purpose and Mission

WPLC was created and is intended for the following purposes:

1. To maintain a decision-making and fiscal model for public library cooperation that will allow libraries to explore and implement collaborative services or projects, sharing the costs as well as knowledge and resources.
2. 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 Member library.
3. To undertake such other collaborative services or projects primarily concerned with

research and development and/or the advancement of public libraries, as the Consortium shall from time to time determine. The Consortium may choose to provide ongoing maintenance for a project or may choose to transition this maintenance to another entity or entities at the discretion of the Board.

4. To increase public awareness about the availability and advantages of services and projects the Consortium may from time to time undertake.
5. To increase stakeholder understanding of Consortium undertakings, and to develop training programs so that library staff may help the public understand and use these products and services.

#### **Article 4 – Participation in Governance**

1. Participation shall be open to all Wisconsin public library systems and public libraries that participate in those systems. Participants shall be designated either as Partners or Members, as defined in Article 1.
2. Establishing Budget and Partner Shares: The WPLC Board sets an annual general operating budget and approves budgets for ongoing services. Ongoing service budgets are recommended by the appropriate steering committees annually. Each partner must pay an annual assessment of an equal share of the general operating budget and an assessment of the various ongoing services budgets, as determined by formulae in accordance with the processes outlined in individual steering committee governing documents. Each Partner must pay the annual assessment adopted in order to continue to participate as a Partner. It is expected that each Partner will include its assessment in its budget and have the assessment approved by its governing board.
3. Opt Out: A partner may opt out of WPLC Partner status and give up access to all WPLC services, including any digital collection maintained by the Consortium, as well as a seat on the WPLC Board. Partners that opt out of the Consortium 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 Partners.
4. Affiliate organizations as defined in Article 1 may participate at the committee level, or as defined by the WPLC Board.

#### **Article 5 – WPLC Board**

1. All official business of the WPLC is conducted by the WPLC Board. Official duties include policy, budget, and expenditure approval.

## 2. Meetings

- a. The WPLC Board shall meet not less than quarterly, at a time and place to be set by the WPLC Board.
- b. Meetings will be noticed to the Partners not less than two weeks before the date of the meeting, and in accordance with Wisconsin Open Meetings law the meeting shall be noticed publicly at least 24 hours in advance. Public noticing will include posting on the WPLC website, and sent to at least two statewide news outlets. Public comments may be sent via electronic mail to the WPLC chair for inclusion in the agenda.
- c. A portion of one meeting per year shall be designated as an annual meeting, which will be considered a joint meeting of the Board and all steering committees and at which several representatives from each Partner and its Members 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.
- d. Any three or more Partners may call for a special meeting of the WPLC Board at any time, upon at least two weeks' notice.
- e. Electronic meetings may be supported by the WPLC for regular, special, and other meetings of the Board and its committees. The technology used shall allow for roll call and interactive dialogue.
- f. A quorum of the board shall consist of a simple majority of the Partners or their designated proxy. No action may be taken in a meeting without a quorum present.
- g. Meetings shall be run in accordance with the most recent edition of "Robert's Rules of Order."

## 3. Voting

- a. 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. The voting representative may designate a proxy for any meeting by providing the name of the proxy in writing to the Chair and Project Manager prior to the meeting.
- b. Most issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Recommendations from steering committees for ongoing services may be approved by a simple majority of those present at the meeting. Recommendations of a steering committee must be

rejected by a 2/3 majority of all members of the Board. If the vote is inconclusive, the recommendation shall be returned to the Steering Committee for further consideration.

- c. An item cannot be voted upon unless it was included on the agenda as an action item.
- d. On a tie vote, the motion is lost. The Chair is not granted an additional vote for the purposes of breaking a tie.
- e. When timely action is required prior to the next regularly scheduled board meeting, an emergency meeting of the board may be called for the sole purposes of consideration and voting. Board members must be given 24 hours notice prior to a special meeting. Emergency meetings shall follow public noticing procedures as described in Article 5, section 2b.

#### 4. Miscellaneous

- 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, creating the meeting minutes, and ensuring that decisions made in the meeting are carried out in a timely manner.
  - b. The WPLC Board will annually elect a chair who shall preside at all Consortium meetings, ensure the development of meeting agendas, and ensure timely execution of the decisions of the WPLC Board. The WPLC Board will annually elect a vice-chair who shall preside at Consortium meetings when the Chair is absent and will fulfill the duties of the Chair if the Chair is unable to do so.
  - c. A Nominating Committee of the Board, consisting of no fewer than 3 Board members, shall be formed by September 1 of each year to nominate candidates for Chair and Vice-Chair.
  - d. The Chair and Vice-Chair shall be elected from among the Partners at the last meeting of the calendar year and shall serve a one-year term of the following calendar year.
  - e. If the Consortium does not choose to hire a project manager, the Board will determine how to delegate the duties described in 5.4.a.
5. The Board shall be empowered to establish, specify composition, and specify duties for any special committees or workgroups it deems necessary. The Board shall be empowered to dissolve any such special committee or task workgroups that it no longer deems necessary .
6. The WPLC Board may undertake other projects or entertain Partner or 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.

7. The WPLC Board may contract with any other agency, as appropriate and within the agreed upon budget, 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

## **Article 6 – Ongoing Services Steering Committees**

1. Each Ongoing Service will have a steering committee established to oversee the service.
2. Each steering committee shall consist of one or more representatives from each Partner. Representatives are chosen by the Partner through a method of the Partner's choosing and will represent the Partner for a term length determined by the Partner. Partners may send additional representatives to participate in the deliberations of the steering committee, but only appointed steering committee representatives shall vote. The voting representative may designate a proxy for any meeting by providing the name of the proxy in writing to the Chair and Project Manager prior to the meeting.
3. The board may appoint representatives of Affiliate Organizations as non-voting members of steering committees.
4. A steering committee shall meet not less than quarterly, at a time and place to be set by the steering committee, and noticed to the committee representatives not less than two weeks before the date of the meeting. Any three or more committee members can call for a special meeting of the steering committee at any time, upon at least two weeks' notice.
5. Meetings shall be run in accordance with the most recent edition of "Robert's Rules of Order."
6. A quorum of a steering committee shall consist of a simple majority of the steering committee representatives.
7. Motions pass on a simple majority. On a tie vote, the motion is lost. The Chair is not granted an additional vote for the purposes of breaking a tie. An item cannot be voted upon unless it was included on the agenda as an action item.
8. Steering committee actions may be taken by written consent, including via electronic communication, if timely action is required prior to the next regularly scheduled meeting and if the Chair determines that the decision can be appropriately made through written

consent without discussion during a meeting. Written consent must be given by 2/3 of the total membership of the body in order for the action to pass. The mechanism for voting will be specified at the time the question is called.

9. Officers

- a. Steering committees will annually elect a Chair who shall preside at all meetings, ensure the development of meeting agendas, and ensure timely execution of the decisions of the steering committees, and fulfill other duties as described in these bylaws. Steering committees may annually elect a Vice-Chair who shall preside at Consortium meetings when the Chair is absent and will fulfill the duties of the Chair if the Chair is unable to do so.
- b. A Nominating Committee of a steering committee, consisting of no fewer than 3 committee members, shall be formed by September 1 of each year to nominate candidates for Chair and Vice Chair.
- c. The Chair and Vice Chair shall be elected from among the committee members at the last meeting of the calendar year and shall serve a one-year term of the following calendar year.

10. Steering Committees shall make policy and budget recommendations for Ongoing Services to the WPLC Board for formal approval. Steering Committees shall make all decisions relating to the day-to-day operation of Ongoing Services.

11. Steering Committees shall be empowered to establish, specify composition, and specify duties for any ad-hoc committees or workgroups necessary for the continuing operation of the Ongoing Services. Steering Committees shall be empowered to dissolve any ad-hoc committee or workgroup that it no longer deems necessary for the continuing operation of the Ongoing Services.

12. The WPLC Board may select from among its members an official representative to any steering committee for a period to be determined by the WPLC Board. The WPLC Board representative shall be a non-voting member of the steering committees.

## **Article 7 – General Operating Principles**

1. The WPLC Board makes decisions regarding the assessment of fees, expenditure of funds, and in determination of eligibility for participation in Consortium services and projects.

2. All Partners may choose to participate in any service or project undertaken by the Consortium, with the exception of pilot projects that may require a smaller scope of participation. Members may be eligible to participate in a service or project without the participation of their Partner system at the discretion of the WPLC Board.

3. All Consortium Partners that choose to offer remote access (i.e., outside the library) to any WPLC service or project must make such access available in accordance with methodologies determined by the WPLC Board.
4. The WPLC Board may contract with one or more of the Partners or other agencies of its choosing to act as its agent and business manager on such terms as are mutually acceptable.
5. The WPLC Board or its appropriate subgroup will develop policies and procedures to accompany these operating principles.
6. The WPLC Board may develop additional operating principles as required.

## **Article 8 – Dissolution**

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. The Digital Collection will be apportioned or transferred to another appropriate organization as determined by the Board.

## **Article 9 – Amendments**

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 2/3 vote of the members present, providing a copy of the proposed amendments were presented and discussed at the previous meeting. These Bylaws shall be reviewed every four years.