

# Wisconsin Public Library Consortium Organizational Bylaws

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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.