

**AMENDED AND RESTATED BYLAWS
OF
THE FRANK L. WEYENBERG LIBRARY OF MEQUON-THIENSVILLE**

ARTICLE I

PURPOSES

1.01 Purpose. These Bylaws provide for the governance of the Frank L. Weyenberg Library of Mequon-Thiensville (the “Library”) by a Board of Trustees.

1.02 Existence. The Library exists by virtue of an agreement between the City of Mequon, Ozaukee County, Wisconsin, and the Village of Thiensville, Ozaukee County, Wisconsin (the “Agreement”) and the provisions of Wis. Stat. §43.53.

ARTICLE II

PRINCIPAL OFFICE

The Library shall maintain a principal office in the State of Wisconsin, which shall be located in the City of Mequon, Ozaukee County, Wisconsin.

ARTICLE III

BOARD OF TRUSTEES

3.01 General Powers. The affairs of the Library shall be managed by the Board of Trustees, which shall have the powers and duties enumerated in Wis. Stat. §43.58 and those incidental thereto, including, without limitation, the power and duty to determine rules and regulations governing the operations and services of the Library.

3.02 Appointment of Trustees. Appointment to the Board of Trustees shall be made pursuant to the terms of the Agreement.

3.03 Number, Qualifications and Term.

(a) The number, qualifications, method of appointment and term of office of Trustees shall be in accordance with the Agreement and the requirements of Wis. Stat. ch. 43 and, in the case of the Trustees representing the City of Mequon, in accordance with Chapter 2, Article IX of the Mequon Code of Ordinances (the “Mequon Ordinance”).

(b) The Trustees specified in this Section 3.03, other than the School District Member, shall at all times be residents of the municipality from which they were appointed.

3.04 Resignation. A Trustee may resign at any time by filing a written resignation with the President or Secretary of the Board of Trustees. A change in the municipal residence of a Trustee shall constitute a resignation.

3.05 Vacancies. In the event a vacancy occurs in the Board of Trustees, from any cause, a successor shall be selected in accordance with the Agreement and, in the case of the Trustees representing the City of Mequon, in accordance with the Mequon Ordinance.

3.06 Compensation. Trustees shall not receive compensation for serving as a Trustee or for providing other personal services to the Board of Trustees or the Library. However, Trustees may receive reimbursement for reasonable expenses incurred in connection with Library matters, provided that such reimbursement is authorized by the Board of Trustees.

ARTICLE IV

MEETINGS OF THE BOARD OF TRUSTEES

4.01 Annual Meeting. The annual meeting of the Board of Trustees shall be held in the month of May in each year, at such time and place as the Board of Trustees may determine, for the purpose of electing officers and transacting such business as may come before the meeting.

4.02 Regular Meetings. The Board of Trustees may provide by resolution for regular meetings of the Board of Trustees, to be held at a fixed time and place, upon the passage of any such resolution such meetings shall be held at the stated time and place.

4.03 Special Meetings. Special meetings of the Board of Trustees may be held at any time and place for any purpose or purposes, unless otherwise prescribed by statute, on call of the President and shall be called by the Secretary on the written request of not less than three (3) Trustees. Special meetings of the Board of Trustees may be called by the President upon providing not less than twenty-four (24) hours notice and may be called upon the request of not less than three (3) Trustees upon providing not less than three (3) business days notice.

4.04 Agendas. Any member of the Board of Trustees may request in writing, at least five business days prior to a meeting, that an item germane to the purpose, duties or powers of the Board of Trustees, be placed on an agenda. If the President fails to place such item on the agenda for a meeting, the proposing member may, at any meeting, move the Board of Trustees to have the item placed on the next agenda.

4.05 Posting and Notice of Meetings. Posting of meetings of the Board of Trustees shall be provided in compliance with the Wisconsin Open Meetings Law and the Mequon Ordinance. Any notice to Trustees shall be sent in writing and either

(a) delivered personally; (b) sent by reputable, overnight courier service, charges prepaid and signature required; (c) sent by registered or certified first-class or air mail, postage prepaid and signature required; (d) sent by facsimile, or (e) sent by email, in each case according to the applicable addresses on record with the Library.

4.06 Waiver of Notice. A Trustee may waive any notice before or after the date and time stated in the notice. The waiver shall be in writing and signed by the Trustee entitled to the notice and be delivered to the Library for inclusion in the records. A Trustee's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Trustee at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting.

4.07 Quorum. Five (5) Trustees then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of five (5) Trustees present and voting at a duly called meeting of the Board of Trustees shall be the act of the Board of Trustees unless otherwise provided by statute or these Bylaws. The act of a majority of Trustees present and voting at any committee shall be the act of that committee, unless otherwise provided by statute or these Bylaws.

4.08 Voting. Voting on any question shall be by the means announced by the presiding officer prior to the vote, or by the method of voting prescribed by law for any particular question.

4.09 Attendance at Meetings. Trustees are expected to regularly attend all meetings of the Board of Trustees and of their respective assigned committees. Regular noncompliance with this provision may be a basis for removal from the Board of Trustees. Trustees representing the City of Mequon who fail to attend meetings may be subject to removal under the provisions of the Mequon Ordinance.

4.10 Rules. The Board of Trustees may adopt rules governing its procedures, not inconsistent with these Bylaws, which rules may be amended or modified by the Board of Trustees at any meeting without advance notice.

4.11 Parliamentary Authority. The rules contained in *Robert's Rules of Order*, latest revised edition, shall govern the parliamentary procedure of the meetings in all cases in which they are not inconsistent with these Bylaws and any statutes applicable to the Board of Trustees.

4.12 Open Meetings Law Compliance. All Board of Trustees meetings and all committee meetings shall be held in compliance with Wis. Stat. §§19.81 through 19.98.

ARTICLE V

COMMITTEES OF THE BOARD OF TRUSTEES

5.01 Committees Generally. Committees are vehicles of the Board of Trustees, which are designed to facilitate the actions of the Board of Trustees. As such, they engage in acts of governance or engage in actions which are a necessary prelude to an act of governance. Committees do not expand or contract the responsibilities or authority of the Board of Trustees, but instead enable the Board of Trustees to function more efficiently and effectively. Committees shall meet at the time and place designated by the Committee Chair.

5.02 Types of Committees. Committees may be created or terminated at any time by resolution of the Board of Trustees, and shall serve as long as the purposes for which they were created continues to exist, unless dissolved prior thereto by the Board of Trustees.

5.03 Responsibilities. Authority and Accountability of Committees. Except as otherwise provided, or as specifically determined by the Board of Trustees, standing committees shall have the responsibility of achieving their purposes as described in these Bylaws, shall exercise authority reasonably necessary to achieve these responsibilities, and shall account to the Board of Trustees. The purposes of special committees as well as their responsibility, authority and accountability shall be set forth in the action creating such committees.

5.04 Nondelegable Powers: Alternative Members; Rules of Committees. No committee of Trustees shall be empowered to act in lieu of the entire Board of Trustees in respect to election of officers or the filling of vacancies in the committees of Trustees created pursuant to this Article. All members of the Board of Trustees who are not members of a given committee shall be alternate members of such committee and may take the place of any absent member or members at any meeting of such committee, upon request of the President or the chairman of such meeting. Each committee of Trustees shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Board of Trustees, and shall make such reports to the Board of Trustees of its activities as the Board of Trustees may request.

5.05 Ex-Officio Members of Committees. The President shall be an ex-officio voting member of all committees.

5.06 Meetings and Minutes of Committees. All committees shall keep minutes which shall be approved in the ordinary course and filed with the permanent records of the Library. Committees shall report on their deliberations and actions at the next regularly scheduled meeting of the Board of Trustees.

ARTICLE VI

OFFICERS OF THE BOARD OF TRUSTEES

6.01 Number. The principal officers of the Board of Trustees shall be President, Vice President, Secretary and Treasurer, each of whom shall be elected by

the Board of Trustees. The Board of Trustees may elect such other officers and assistant officers and agents as may be deemed necessary. Any two or more offices may be held by the same person, except the offices of President and Secretary, or President and Vice President. Officers shall be members of the Board of Trustees.

6.02 Election and Term of Office. The officers of the Board of Trustees shall be elected annually by the Board of Trustees at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office from the close of the annual meeting for a term of one (1) year, or until a qualified successor is elected upon expiration of the term of that officer, or until that officer's death, or until that officer shall resign, be disqualified or shall have been removed in the manner hereinafter provided.

6.03 Removal. Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees, whenever, in its judgment, the best interests of the Library will be served thereby.

6.04 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

6.05 President. The President shall, when present, preside at all meetings of the Board of Trustees. The President shall have authority, subject to such rules as may be prescribed by the Board of Trustees, to appoint all committees, execute all documents authorized by the Board of Trustees and serve as an ex-officio voting member of all committees (except the nominating committee). In general, the President shall perform all duties incident to that office, and such other duties as may be prescribed by the Board of Trustees from time-to-time.

6.06 Vice President. In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time-to-time may be assigned by the President or by the Board of Trustees.

6.07 Secretary. The Secretary shall: (a) keep the minutes of the Board of Trustees meetings in one (1) or more books provided for that purpose; (b) see that all notices are duly given in accordance with provisions of these Bylaws or as required by law; (c) be custodian of the Board of Trustees' records; and (d) in general, perform all duties incident to the office of the Secretary and such other duties as from time-to-time may be assigned by the President or by the Board of Trustees. In the absence of the President and Vice President, the Secretary shall preside at meetings of the Board of Trustees.

6.08 Treasurer. The Treasurer shall: (a) have the oversight responsibility for all funds and securities of the Library, and for moneys due and payable to the Library from any source whatsoever, including the deposit of such moneys in the name of the Library in such banks, trust companies or other depositories as shall be selected in accordance with provisions of these Bylaws; and (b) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time-to-time may be assigned by the President or by the Board of Trustees. In the absence of the President, Vice President and Secretary, the Treasurer shall preside at meetings of the Board of Trustees.

6.09 Assistants and Acting Officers. The Board of Trustees shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board of Trustees shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Trustees. A presiding officer shall be appointed pursuant to this section if none of the officers are available to conduct a meeting of the Board of Trustees.

6.10 Additional Officers. Any additional officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board of Trustees.

6.11 Compensation. Officers of the Board of Trustees shall not receive compensation for serving as officers or for providing other personal services to the Board of Trustees or the Library. However, officers may receive reimbursement of reasonable expenses incurred in connection with Library matters, provided that such reimbursement is authorized by the Board of Trustees.

ARTICLE VII

CONFLICTS OR DUALITY OF INTEREST

No member of the Board of Trustees shall use his or her position to obtain financial gain or anything of substantial value for the private benefit of himself or herself and each member of the Board of Trustees shall abide by and follow the code of ethics for local government officials, employees and candidates pursuant to Wis. Stat. §19.59 or as may thereafter be amended or renumbered from time-to-time.

ARTICLE VIII

LIBRARY DIRECTOR AND STAFF

The Library Director shall be appointed by the Board of Trustees and shall be

responsible to the Board of Trustees. The Library Director shall be considered the executive officer of the Library under the direction and review of the Board of Trustees, and subject to the policies established by the Board of Trustees. The Director shall be responsible for the care and maintenance of the Library facilities and equipment, for the selection of adequate Library materials and resources, for the employment and direction of all other employees, for the efficiency of the Library's service to the public, and for the operation of the Library in accordance with the financial parameters established by the Board of Trustees. The Director shall, unless excused, attend all Board of Trustees meetings but shall have no vote.

ARTICLE IX

FISCAL MATTERS

9.01 Fiscal Year. The fiscal year of the Library shall commence on the first day of January of each year and every year thereafter.

9.02 Library Acts. The President shall have authority to sign, execute and acknowledge on behalf of the Library, all contracts, reports and all other documents or instruments necessary or proper to be executed in the course of the Library's regular business, or which shall be authorized by resolution of the Board of Trustees. Except as otherwise provided by law or directed by the Board of Trustees, the President may authorize in writing any officer or agent of the Library to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Secretary of the Board of Trustees is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of Trustees; provided, however, that an attestation is not required to enable a document to be an act of the Library.

9.03 Loans. No moneys shall be borrowed on behalf of the Library and no evidence of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees and the governing bodies of the City of Mequon and the Village of Thiensville. Such authority may be general or confined to specific instances.

9.04 Deposits. All funds of the Library, not otherwise employed, shall be deposited from time-to-time to the credit of the Library in such banks or other depositories as the Board of Trustees may select.

9.05 Maintenance of Records. The Board of Trustees shall ensure that correct and complete books and records of account and other records of the activities of the Library as may be appropriate. All such records shall be open to inspection upon the demand of any member of the Board of Trustees.

ARTICLE X

NONDISCRIMINATION

The Library recognizes the rights of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and shall not at any time discriminate against any employee, applicant for employment, director, officer, contractor or any other person with whom it deals, because of race, creed, color, sex, national origin, handicap, disability or any other category of person protected under state or federal law if otherwise qualified.

ARTICLE XI

INDEMNIFICATION OF TRUSTEES

The Library shall indemnify all of its Trustees pursuant to Wis. Stat. §895.46 or as may thereafter be amended or renumbered from time-to-time.

ARTICLE XII

AMENDMENTS

12.01 By the Trustees. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of all of the members of the Board of Trustees at any regular or special meeting thereof.

12.02 Implied Amendments. Any action taken or authorized by the Board of Trustees, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of Trustees required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

These Amended Bylaws were approved at a meeting of the Board of Trustees on April 21, 2020.