

MINUTES
McMillan Memorial Library
Bylaws Committee
December 21, 2020

DRAFT
Subject to
Approval

- I. Chairperson Feith called the meeting of the McMillan Memorial Library Bylaws Committee to order at 5:05 p.m.

ROLL CALL ATTENDANCE:

Present via Zoom: David Farmbrough, Susan Feith, William Hascall and Scott Kellogg.
Present in person: William Clendenning
Administration: Andrew Barnett and Vicki Steiner
Others in attendance: Attorney Nicholas Flanagan via Zoom.

Mr. Barnett established that this was an open meeting conducted via Zoom and appropriate public notice was given.

- II. Ms. Feith introduced Attorney Nicholas Flanagan. Mr. Flanagan presented a revision of the Bylaws dated 10/8/20.

Article I Identification: Approval of recommended changes to Article I was agreed to by consensus.

Article II: **A motion was made by Mr. Clendenning to change the title of Article II to *Duties of the Board of Trustees*, second by Mr. Kellogg. Motion carried.**

A motion was made by Mr. Hascall to ask Mr. Flanagan to present language in three categories he's suggested in Article II and create Section 7-9, second by Mr. Kellogg. Motion carried.

Article III, Membership

Section 2 Nick will present language changing Library Director to Library Secretary. Ms. Feith noted approval of language changes of Section 2.

Article IV Officers

Section 1. Mr. Flanagan is to add revision language if an officer vacancy occurs as presented and discussed.

Consensus that red line language in Section 1 accepted.

Section 2. Language as presented without change. Development of a purchasing policy is recommended.

Section 3. Ms. Feith noted a consensus to accept adding language "A true and accurate record."

Article V Meetings

Section 1. Regular Meeting: Ms. Feith noted language changes were approved.

Section 3 Special meetings: Ms. Feith noted language changes in section 3 approved.

Section 4 Quorum: language accepted by consensus
Section 5 Open meetings: Mr. Flanagan added section 5 on Open Meeting Law Compliance and removing WI statute language. The Section 5 addition was accepted.
Section 6 Minutes: Mr. Flanagan added section 6 – Minutes, Language accepted as presented.
Section 7 Original Article VII Parliamentary Authority was moved to Section IV Section 7 with additional language added. Ms. Feith noted this language accepted as presented.

Article VI Committees

Section 1- Standing committees language. Mr. Flanagan will correct language noting: *no fewer than 3 members* on each committee and adjust language in the last sentence to read *a majority of voting members*. A motion was made by Mr. Hascall, second by Ms. Feith to change language. Motion carried.
Section 3 – Language referencing article IV, section 4 for nominating committee was added. Language approved
Section 4: Section added with language regarding Ad Hoc Committees. Language accepted by consensus.

Article VII Amendments - proposed changed to *Conflict of interest*

Three sections added to reference conflicts of interest.
A motion to accept language and changes to section VII as presented and discussed was made by Mr. Hascall, second by Ms. Kellogg. Motion carried.

Article VIII General

Add section 1 with language on voting.
Move original section 1 to become section 2.
A motion to adopt Article VIII changes as presented and discussed was made by Mr. Clendenning, second by Mr. Kellogg. Motion carried.

Mr. Flanagan will draw up a revised version of the Bylaws updated to reflect changes as approved. The committee recommends presenting the revised Bylaws to full Board at the regular monthly meeting on January 20, 2021.

III. Ms. Feith declared the meeting adjourned at 6:12 p.m.

Respectfully submitted,
Vicki Steiner, Secretary