

## Bylaws of the Montana Shared Catalog Members Council

### **Article I: The Montana Shared Catalog Organization**

1. Montana Shared Catalog (MSC) is a cooperative library consortium, which includes academic, public, school, and special library members in Montana working in partnership with the Montana State Library (MSL).
2. Participating libraries that have signed the MSC Contract are known as Member Libraries. Current Member Libraries are listed on the MSL website.
3. The Montana State Library provides all financial services and hires Montana Shared Catalog Staff (MSC Staff) to provide systems administration and technical assistance to Member Libraries.
4. The MSC provides an integrated library system (ILS) for Member Libraries' use. The ILS is selected in accordance with Montana State procurement requirements and MSC Staff maintain a knowledgebase of features and support information on the MSL website.

### **Article II: Mission**

It is the overriding intent that the Montana Shared Catalog will be available to the Member Libraries and their communities as an integrated system. Therefore, the Members all agree to act in good faith and in the spirit of mutual benefit and cooperation to achieve this goal. Member Libraries have voluntarily agreed to join the MSC in order to improve their own and other Member Libraries' ability to deliver quality materials and services to their patrons.

### **Article III: Membership**

1. The Member Libraries are the participating libraries that have voluntarily entered into the MSC Contract. Each Member Library and its branches shall ascribe to the Member Library Responsibilities as enumerated in the MSC Contract.
2. The Member Libraries together shall make up a Members Council which is comprised of one voting representative from each Member Library. The list of voting members is maintained on the MSL website.
3. As stated in the MSC Contract, each Member Library as defined in this Article has agreed to make every effort to attend all Members Council Meetings.
4. The Members Council votes on consortium policy and budget decisions for the consortium.
5. The Members Libraries make recommendations to MSC Staff for topics which require Member Council action. MSC staff will consider their recommendations as well as the recommendations of the other MSC Committees, to make consortium policy and budget recommendations to the Members Council and to make operational decisions as allowed for in Article V.
6. The MSC's fiscal year is July 1 to June 30 as defined in the MSC Contract.

#### **Article IV: Montana Shared Catalog Staff**

1. The MSC Staff is charged with advising the Members Council, identifying problems and opportunities, setting Members Council agendas and regular meeting dates, and calling special meetings or votes as needs dictate
2. The MSC Staff shall prepare and submit to the Member Libraries a preliminary annual MSC budget for the next fiscal year at least three weeks before the Member's Council's last meeting of the current fiscal year.
3. The MSC Staff shall prepare recommendations and information for Members Council review and action. The MSC Staff is authorized to act on Member Council's behalf on any urgent matter requiring Members Council approval, unless a regular or special meeting is scheduled to take place within 48 hours. All decisions made by MSC staff on behalf of the Members Council will be communicated within 48 hours to the Members Council.
4. The MSC Staff will facilitate the Members Council activities and meetings.
5. The MSC Staff will work with the ILS vendor to determine system configuration and ILS policies to maximize the benefits from the consortium and solicit feedback from Member Libraries to accommodate their needs.

#### **Article V: Meetings and Voting**

1. The MSC Members Council shall meet in assembly or electronically at least twice a year, approximately spring and fall of each calendar year. The MSC Staff shall call the MSC Member's Council meetings. Other meetings may be called for by assembly or electronically.
2. For a duly called Members Council meeting, those members attending the meeting in person or electronically will constitute a quorum.
3. Agendas will be sent out at least three weeks prior to a meeting. Any agenda changes shall be sent out one week before the meeting. Known action items and discussion items will be indicated as such and supporting documentation will be attached to the agenda.
4. Minutes of all meetings will be taken by a person designated by MSC staff. These minutes will be posted on the MSL website.
5. Every effort will be made to make decisions by consensus in the spirit of cooperation. In the event consensus does not occur on an issue, a 2/3 majority of the membership present at the meeting or voting electronically will carry the motion.
6. All meetings will meet the requirements of Montana's Open Meeting Act: MCA 2-3-202 to 2-3-203.

#### **Article VI: Committees**

1. Member Libraries are encouraged to participate in committee(s) for a specific end or purpose. Participants can volunteer or be recruited.
2. There shall be a standing Content Management Committee (CMC). The CMC guidelines and member list are posted on the MSL website.

3. MSC Staff and current members of any committee shall accept recommendations and appoint new committee members.
4. The Members Council or the MSC Staff may appoint and/or disband ad hoc committee(s).
5. The Committee(s) shall make recommendations to the Members Council and MSC Staff

#### **Article VII: Committee Travel Reimbursement**

MSC will reimburse committee member travel to required meetings of Standing Committees and Ad Hoc Committees as follows:

1. Travel reimbursement must be approved in advance of the meeting by MSC Staff. Meetings are encouraged to be held by means such as online conferencing, telephone conferencing, e-mail exchange, etc.
2. Meetings will be held in locations central to the most participants to minimize MSC travel reimbursement costs. Carpooling is strongly encouraged.
3. Other committees and groups such as the Partners or the 4Rivers Resource Sharing Group whose business may directly affect only a portion of the MSC membership are not eligible for this reimbursement.
4. Reimbursement is based on State of Montana current travel, lodging and per diem rates.

#### **Article IX: Authority and Grievance**

1. *Webster's New World Robert's Rules of Order: simplified and applied, 2nd edition* will be followed for the Members Council meetings.
2. Financial matters of the Montana Shared Catalog are addressed in the MSC Contract Agreement including dissolution of the MSC.
3. Grievance policy:
  - a. Whenever any Member in the MSC believes that another Member has breached a provision of the contract, that Member shall provide written notice of the alleged breach to the violating Member and to MSC staff, which shall attempt to resolve the dispute with the Members.
  - b. If the alleged breach has not been corrected within 30 days of the provision of notice, or within any extended period agreed to by all Members, the Members may then pursue any remedies permitted by law or by the MSC Member Contract. In addition, if a Member commits a substantial breach that is not corrected as provided herein, MSC staff may recommend that the Member's contract be terminated. See also Member Contract - "Termination."
4. Appeals:

- a. Any Member subject to the corrective measures detailed in (3.b.) above, or elsewhere in these Bylaws or through the MSC Contract, may choose to appeal these measures in writing to MSC staff.
  - b. Following its appeal to MSC staff, an aggrieved Member may direct his/her appeal to the Members Council. The Members Council decision is final.
5. Arbitration:
- a. In the event of an unresolved disagreement between any single (or several) Member(s) and the MSC, the Members in conflict may mutually choose to seek resolution via binding arbitration.
  - b. The rules governing arbitration, for the purposes of these Bylaws, are referenced in "Montana Code Annotated 39-2-914. Arbitration."

**Article X: Amendment of Bylaws**

1. The Bylaws may be amended by the Members Council at one of its meetings or through an electronic vote.
2. Proposed Bylaw amendments shall be sent by email notification to all Member Libraries at least three weeks before a call for on the proposed amendment.
3. Approval of changes to the Bylaws requires a 2/3 majority vote of those present at the meeting or submitted votes if voting electronically.