

**Bylaws  
of the  
Montana Shared Catalog Members Council**

**Article I: The MSC Organization**

1. “Montana Shared Catalog” (“MSC”) is a voluntary library consortium, which includes academic, public, school, and special library members in Montana.
2. Participating libraries that have signed the MSC Contract are known as “Member Libraries” and form the MSC “Members Council.” Current Members are listed in Appendix A – Member Libraries.
3. The Montana Shared Catalog Members Council makes recommendations to their voting member and the library type representative of the Executive Board. The Executive Board will consider their recommendations as well as the recommendations of the other MSC Committees, to make policy and budget recommendations to the Members Council and to make operational decisions as allowed for in Article V.
4. The Montana Shared Catalog Members Council votes on policy and budget decisions as recommend by the Executive Board as allowed for in Article IV.
5. The Montana State Library provides all financial services and hires staff, including an MSC Director, to provide technical assistance to members and systems administration.
6. The Montana Shared Catalog provides a fully integrated library system including a Web-based catalog of Member Libraries’ bibliographic holdings. (The current vendor system is the SirsiDynix Corporation.)
7. The Montana Shared Catalog’s fiscal year is July 1 to June 30 as defined in the MSC Contract.
8. See Montana Shared Catalog Member Library Contract.

**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**

The Member Libraries are the participating libraries that have voluntarily entered into a MSC Member Library contract. Each Member Library and its branches shall ascribe to the Member Library Responsibilities as enumerated in the MSC Member Library Contract.

### **Article IV: Members Council**

1. The MSC shall be governed by a Members Council which is comprised of one voting representative from each Member Library.
2. Responsibilities of each Member Library include making recommendations to their voting member and/or the library type representative of the MSC Executive Board.
3. Each Member Library has one vote. See Appendix A - Member Libraries List that will be used during roll call of voting libraries. As stated in the MSC contract, each Member as defined in this Article has agreed to make every effort to attend all Members Council Meetings.
4. Business of the MSC will be conducted through a meeting of the Member Libraries. This meeting may be by assembly or electronic.

### **Article V: Executive Board**

1. The MSC Members Council, at its first meeting of the year, will elect an “Executive Board” whose members have staggered two-year terms. The term of office for board members begins July 1 after election.
2. The Executive Board shall be comprised of nine members, one representative each from the following groups:
  - a. Academic libraries
  - b. Public libraries, large ( more than 35,000 bibliographic records in the MSC)
  - c. Public libraries, medium (between 20,000 and 35,000 bibliographic records in the MSC)
  - d. Public libraries, small ( fewer than 20,000 bibliographic records in the MSC)
  - e. School libraries, secondary (serving grade levels 9 thru 12 and districts that include a 9-12 school)
  - f. School libraries, primary (serving grade levels K thru 8 and single libraries serving K-12)
  - g. Special libraries

- h. Member-at-large-East (those areas included in the South Central, Sage Brush, and Golden Plains federations)
  - i. Member-at-large-West (those areas included in the Tamarack, Broad Valleys, and Pathfinder federations)
  - j. The MSC Director will serve a non-voting, ex-officio member of the Executive Board.
3. The Executive Board is advisory to the Members Council on scheduling agenda topics and preparing recommendations and information for Members Council review and action. The Executive Board 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 the Executive Board on behalf of the Members Council will be communicated within 48 hours to the Members Council.
  4. The Executive Board 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.
  5. The Executive Board is charged with identifying problems and opportunities, setting Members Council agendas and regular meeting dates, calling special meetings of the Executive Board or Members Council as needs dictate, and making urgent ongoing operational decisions.
  6. Executive Board members serve staggered two-year terms. Individuals may be re-elected for a subsequent two-year term, and may serve a maximum of six consecutive years. When a member resigns from the Executive Board, the Executive Board members will appoint an appropriate candidate to replace that person until the term expires.
  7. The Executive Board will meet bi-monthly. Meetings may be by assembly or electronic. Meetings by assembly will take place at least 3 times per year; twice in conjunction with the Members Council meetings, and an all-day retreat once per year. Bi-monthly meetings may be re-scheduled if the meeting date closely coincides with a meeting by assembly.
  8. A simple majority vote shall carry the motion in the Executive Board.
  9. The Executive Board shall meet at least a month before a meeting of the Member's Council and prepare a preliminary agenda to be sent out to the Member Libraries. Meetings may be by assembly or electronic.
  10. The Executive Board members will appoint two Executive Board members within two months after the first MSC Members Council meeting of the year to serve as Chair and Vice Chair, to facilitate the Executive and Members Council activities and meetings.
  11. The Vice Chair will take minutes of each meeting or a minute taker may be designated. The Vice Chair will ensure that the minutes are made available to

the Council in a timely manner by posting on the MSC Website and the MSC Discuss listserv.

12. Any two Executive Board members may call an Executive Board meeting with 48 hours notice. The notice shall be made electronically and include notifying the Member Libraries electronically. Meetings may be by assembly or electronic.
13. An Executive Board meeting must include the participation of at least five Executive Board voting members to be considered a quorum.
14. All Executive Board meetings will meet the requirements of Montana's Open Meeting Act: MCA 2-3-202 to 2-3-203.

## **Article VI: Meetings**

1. The MSC Members Council shall meet in assembly or electronically at least twice a year, approximately early May and fall of each calendar year. The MSC Executive Board 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. See Appendix A - Member Libraries.
3. Preliminary agendas will be sent out at least three weeks prior to a meeting. Any agenda changes shall be sent out one week before the Member's Council 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 designated person assigned by the Chair of the Executive Board. These minutes will be made available through the Montana Shared Catalog and posted to the MSC Discuss listserv.
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 75% 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 VII: Standing and Ad Hoc 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 Content Management Standing Committee. See Appendix B – Content Management Standing Committee Guidelines.
3. The Members Council or the Executive Board may appoint and/or disband ad hoc committee(s).
4. The Committee(s) shall make recommendations to the Executive Board.

## **Article VIII: Committee Travel Reimbursement**

MSC will reimburse member travel to required meetings of the MSC Executive Board, Standing Committees, and Ad Hoc Committees as follows:

1. Travel reimbursement must be approved in advance of the meeting by the Executive Board.
2. The Executive Board encourages meetings by means such as online conferencing, telephone conferencing, e-mail exchange, etc.
3. Meetings will be held in locations central to the most participants in order to minimize MSC travel reimbursement costs. Carpooling is strongly encouraged.
4. 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.
5. Reimbursement 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 and Executive Board 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 the Executive Board, 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, the MSC Executive Board may recommend that the Member's contract be terminated.
  - c. 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 the Executive Board.
  - b. Following its appeal to the Executive Board, 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 electronically. The Chair and Vice Chair of the Executive Board will be charged with the vote call of the membership.
2. Proposed Bylaw amendments shall be sent by email notification to all Member Libraries at least three weeks before a meeting in which there would be a call for a vote on the proposed amendment.

Approval of recommended changes in the bylaws only requires a majority vote of the meeting. Actual adoption of the changes will require the 75% of those attending the meeting in person or electronically.