

**By-Laws  
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.”
3. The Montana Shared Catalog Members Council makes recommendations to their voting member and the library type representative of the Executive Committee. The Executive Committee 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 Committee as allowed for in article IV
5. The Montana State Library provides all financial services, and hires staff 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 #20.

#### **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 Committee.
3. Each Member Library has one vote. See Appendix A Member Library for list used during roll call of voting units. Representation by proxy is permitted. A proxy is a power of attorney given by one person to another to vote in their stead. 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. If a Member's circumstances prevent attendance, the Member shall name a delegate in advance of the meeting to represent his/her library unit through written notification to the Chairperson of the Executive Committee. Attendance of the proxy will be read into the record during the meeting roll call prior to the start of the meeting.
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 Committee**

1. The MSC Members Council, at its first meeting of the fiscal year, will elect an "Executive Committee" in a staggered rotation every two years from the formation of the Committee
2. The Executive Committee shall consist of one representative each from the following groups:
  - a. Academic Libraries
  - b. Public libraries, larger ("larger" defined as having more than 35,000 bibliographic records in the MSC)
  - c. Public libraries, smaller ("smaller" defined as fewer than 35,000 bibliographic records in the MSC)
  - d. School libraries
  - e. Special libraries
  - f. Member-at-Large – East (those areas included in the South Central, Sage Brush, and Golden Plains federations)
  - g. Member-at-Large – West (those areas included in the Tamarack, Broad Valleys, and Pathfinder federations)
  - h. MSC Administrator (non-voting, ex-officio member)

3. The Executive Committee is advisory to the Members Council on scheduling agenda topics and preparing recommendations and information for Members Council review and action. The Executive Committee 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 Committee on behalf of the Members Council will be communicated within 48 hours to the Members Council.
4. The Executive Committee 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 Committee is charged with identifying problems and opportunities, setting Members Council agendas and regular meeting dates, calling special meetings of the Executive Committee or Members Council as needs dictate, and making urgent ongoing operational decisions.
6. Executive Committee members serve two-year terms. They may be re-elected for a subsequent two-year term. When a member resigns from the Committee, the Committee members will appoint an appropriate candidate to replace that person until the term expires.
7. The Executive Committee will meet at least twice a year, meetings may be by assembly or electronic.
8. A simple majority vote shall carry the motion in the Executive Committee.
9. The Executive Committee 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 Committee members will appoint two Executive Committee members within two months after the first MSC Members Council meeting of the fiscal 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 posted on the MSC website ([http://msl.state.mt.us/For Librarians/Montana Shared Catalog/Meetings/default.asp](http://msl.state.mt.us/For_Librarians/Montana_Shared_Catalog/Meetings/default.asp)) and the MSC Discuss listserv.
12. Any two Executive Committee members may call an Executive Committee 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 Committee meeting must include the participation of at least five Executive Committee voting members to be considered a quorum.
14. All Executive Committee 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 at least twice a year, approximately early May and early October of each calendar year. The MSC Executive Committee 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. Proxy representation will not be counted for purposes of achieving a meeting quorum. See Appendix B: 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 Executive Committee. These minutes will be made available through the Montana Shared Catalog website at [http://msl.state.mt.us/For\\_Librarians/Montana\\_Shared\\_Catalog/Meetings/default.asp](http://msl.state.mt.us/For_Librarians/Montana_Shared_Catalog/Meetings/default.asp) and posted to the MSC Discuss list serve.
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, including listed proxies will carry the motion. Proxy votes shall be counted and noted during all roll call votes.
6. All meetings will meet the requirements of Montana's Open Meeting Act: MCA 2-3-202 to 2-3-203.

## **Article VII: 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. The Members Council or the Executive Committee may appoint and/or disband ad hoc committee(s).
3. The Committee(s) shall make recommendations to the Executive Committee.

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

MSC will reimburse member travel to required meetings of MSC Standing Committees (Catalog Committee) as follows:

1. Travel reimbursement must be approved in advance of the meeting by the Executive Committee.
2. The Executive Committee 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 will be available for mileage only, lodging and meals remain the responsibility of the individual committee members.
6. The following concentric circle formula designating specific travel zones will be used to determine the amount of mileage reimbursement for which committee members may apply:
  - ZONE 1: Libraries traveling less than 100 miles round trip will receive no reimbursement
  - ZONE 2: Libraries traveling between 100 and 200 miles round trip will receive \$50 plus a \$25 carpooling bonus per vehicle.
  - ZONE 3: Libraries traveling between 200 and 300 miles round trip will receive \$75 plus a \$25 carpooling bonus per vehicle
  - ZONE 4: Libraries traveling more than 300 miles round trip will receive \$100 plus a \$25 carpooling bonus per vehicle

## **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 Committee 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 Committee, 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 Committee may recommend that the Member's contract be terminated.

- c. See also Member Contract Section # 6 - "Termination."
4. Appeals:
  - a. Any Member subject to the corrective measures detailed in (3.b.) above, or elsewhere in these By-laws or through the MSC Contract, may choose to appeal these measures in writing to the Executive Committee.
  - b. Following its appeal to the Executive Committee, an aggrieved Member may direct its 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 By-laws, are referenced in "Montana Code Annotated 39-2-914. Arbitration."

#### **Article X: Amendment of By-laws**

1. The By-laws may be amended by the Members Council at one of its meetings or electronically. The Chair and Vice Chair of the Executive Committee will be charged with the vote call of the membership.
2. Proposed By-law 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.
3. 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, by proxy, electronically.