

## Bylaws of MontanaLibrary2Go

### **Article 1. Organization**

The name of this organization shall be MontanaLibrary2Go.

### **Article 2. Charge**

The MontanaLibrary2Go consortium is charged with ensuring that all member libraries are able to provide the latest digital resources to their patrons.

MontanaLibrary2Go negotiates subscriptions to digital content including but not limited to downloadable ebooks and audio books. Negotiations can be either direct with commercial providers or through a third party business agent. Negotiations are conducted under the auspices of the Montana State Library and follow State of Montana Procurement practices.

The MontanaLibrary2Go recommends subscription contracts to its member libraries and manages those subscriptions.

### **Article 3. Membership**

A member library in MontanaLibrary2Go is a single library or a library system that pays the relevant membership fees, participates in providing MontanaLibrary2Go materials to its patrons and participates in MontanaLibrary2Go membership business.

#### **Section 3.1 Joining MontanaLibrary2Go**

3.1.a Any public library, public library consortium, academic library or special library in Montana is eligible to join. (School libraries are not eligible for membership.)

3.1.b New member libraries must pay all applicable fees, sign these by-laws and any necessary contracts with vendors and/or business agents at least 45 days prior to the start of the provision of services.

#### **Section 3.2 Withdrawal from MontanaLibrary2Go**

Any member library can fully withdraw from the Consortium provided notice is given to the Governing Board at least 120 days prior to the new fiscal year. Upon withdrawing, the member library loses all rights and privileges to access the content already subscribed to. Any fees paid to date are nonrefundable.

### **Article 4. Governance**

## **Section 4.1 Definition of Governing Board**

The Governing Board shall consist of one voting representative from each member library, collectively known as the membership.

## **Section 4.2 Duties of Governing Board.**

4.2.a The Governing Board shall approve by majority vote a yearly cost-share formula for MontanaLibrary2Go membership fees as recommended by the Executive Committee.

4.2.b The Governing Board shall approve by majority vote a yearly MontanaLibrary2Go budget as recommended by the Executive Committee.

4.2.c The Governing Board shall approve by majority vote any changes to the type of digital content provided by MontanaLibrary2Go.

4.2.d The Governing Board shall elect an executive committee to carry-out the executive duties of MontanaLibrary2Go.

4.2.e The Governing Board shall take other actions and make other decisions as necessary for the functioning of MontanaLibrary2Go.

## **Section 4.3 Compensation**

No member library (or representative of a member library) of the Governing Board or any MontanaLibrary2Go committees shall receive any compensation or reimbursement for his or her services to MontanaLibrary2Go from MontanaLibrary2Go.

## **Section 4.4 Election and terms of the Executive Committee**

4.4.a The Governing Board shall elect an Executive Committee to carry-out the executive duties of MontanaLibrary2Go.

4.4.b The Executive Committee shall be made up of five members:

4.4.b.i One representative from a “large” library member.  
(A large library is defined as one with 20,000 or more patrons.)

4.4.b.ii One representative from a “medium” library member. (A medium library is defined as one with more than 3,999 but less than 20,000 patrons.)

4.4.b.iii One representative from a “small” library member. (A small library is defined as one with less than 4,000 patrons.)

4.4.b.iv Two “at-large” representatives from any size library members.

4.4.b.v The Montana State Library shall appoint an ex officio member of the Executive Committee. The Montana State Library member will serve as the liaison from the Montana State Library to MontanaLibrary2Go, but shall not have voting privileges on the Executive Committee. He/She shall serve as secretary for the committee.

4.4.c Each member of the Executive Committee shall serve for a two year term with a limit of 3 terms for each individual. For the first term of the Executive Committee three of the members will be elected for a two (2) year term and the remaining two for a one (1) year term. In the second year, those offices originally held for one (1) year will be converted to two (2) year terms. This will allow the Executive Committee to stagger the election of its members so that in any one year only part of the members are up for election.

4.4.d Elections will take place at the yearly membership meeting. Nominations must be submitted to the Executive Committee before the yearly membership meeting.

#### **Section 4.5 Executive Committee functioning and duties**

4.5.a The Executive Committee shall designate a Chair and committee officers as needed to carry out the duties of the committee.

4.5.b The Executive Committee shall be authorized to carry out the work of the Governing Board as described herein, based on the majority vote of the Executive Committee members. They shall:

4.5.b.i Develop the collection development policy and procedures and review yearly.

4.5.b.ii Develop the yearly MontanaLibrary2Go budget for approval by the Governing Board.

4.5.b.iii Develop the yearly cost-share formula for approval of the Governing Board.

4.5.b.iv Negotiate with approved vendors regarding provision and pricing of MontanaLibrary2Go services, following state procurement policies.

4.5.b.v Develop appropriate recommendations for the Governing Board regarding any changes in vendors or types of offered digital content for MontanaLibrary2Go.

4.5.b.vi Perform other duties as determined by the Governing Board.

4.5.b.vii The Executive Committee cannot amend the by-laws or vote to dissolve the consortium.

#### **Section 4.6 Resignation and Removal of members of Executive Committee**

4.6.a The term of an Executive Committee member shall terminate when:

4.6.a.i The member ceases to be employed at a member library.

4.6.a.ii The member resigns by notifying the Executive Committee in writing of his/her decision to resign. The resignation will take effect immediately upon adjournment of the meeting at which his/her resignation is accepted.

4.6.a.iii If a member fails to meet his/her duties as described in these by-laws and a resolution is passed by a majority vote of the Executive Committee that he/she be removed from office.

4.6.b Where vacancies occur on the Executive Committee because of resignations or removal by the Committee, the remaining members of the Executive Committee may appoint a new member for the duration of the vacated term.

#### **Article 5. Meetings and Procedures**

## **Section 5.1 Frequency and Notification**

5.1.a The Governing Board shall meet a minimum of once each fiscal year, July 1—June 30.

5.1.b The Executive Committee shall meet a minimum of four times each fiscal year July 1—June 30.

5.1.c Additional meetings can be scheduled by a majority vote of either the Executive Committee or the Governing Board.

5.1.d Meetings may take place in person or via appropriate technology such as conference calls or web-based meetings.

5.1.e MontanaLibrary2Go meetings will follow Montana open meeting laws ([MCA 2-3-2](#)). Notification for governing board meetings will be distributed no less than 14 days before the meeting.

## **Section 5.2 Quorum and Manner of Acting**

5.2.a A majority of the Governing Board members present at a properly noticed meeting will constitute the quorum for the conduct of any business. Attendance recorded by roll call.

5.2.b The presence of more than fifty percent (50%) of current Executive Committee members shall be required as a quorum for the conduct of any business.

5.2.c An act of more than fifty percent (50%) of the Governing Board members present at a meeting at which a quorum is present shall be the act of the Governing Board.

5.2.d An act of at least three (3) members of the Executive Committee members present at the meeting at which a quorum is present shall be the act of the Executive Committee.

## **Section 5.3 Minutes**

The Governing Board shall appoint persons as necessary for recording and distributing minutes of all meetings.

## **Section 5.4 Standing Committees**

The Executive Committee shall appoint a selection committee and a committee coordinator to select titles for purchase from approved vendors.

5.4.a The selection committee shall be made up of at least 5 but no more than 10 representatives from member libraries, with no more than one representative from a member library.

5.4.b The selection committee purchases all content for MontanaLibrary2Go.

5.4.c The selection committee shall follow the Collection Development policy and procedures as approved by the Executive Committee.

5.4.d The selection committee shall make recommendations to the Executive Committee regarding:

5.4.d.i Collection Development policy and procedure.

5.4.d.ii Changes to vendors and/or offered digital content.

5.4.d.iii Other matters as needed.

#### **Section 5.5. Ad hoc committees**

The Executive Committee has the authority, by a majority vote, to establish and abolish ad hoc committees as deemed necessary and appropriate.

#### **Section 5.6. Amending bylaws**

5.6.a The Governing Board has the authority to review periodically the bylaws and to make any changes deemed appropriate.

5.6.b Proposed bylaws changes must be distributed to the Governing Board at least 30 days prior to a scheduled vote on those changes.

5.6.c Changes to the bylaws will be enacted by a majority vote of the Governing Board.

### **Article 6. Procurement Process and Responsibilities**

Member libraries of the Consortium agree to not have secondary contracts with vendors contracted through MontanaLibrary2Go. All contracts will be negotiated to promote the best interest of the consortium as a whole.

The Montana State Library serves as the fiscal agent of MontanaLibrary2Go. The Montana State Library collects membership fees and fiscal donations. The Montana State Library pays necessary fees to contracted vendors using funds of MontanaLibrary2Go. The Montana State Library serves as signatory to vendor contract(s) and is responsible for meeting the terms and conditions of the contract(s)

## **Article 7. Cost Allocation**

7.1 Membership fees are determined by a cost formula. The cost formula is voted on at the yearly meeting by the Governing Board. The cost formula creates a scaled fee based on various factors which may include but are not limited to: library size, number of library card holders and past usage of downloadable content.

7.2 Fees may be prorated for members joining during the current fiscal year.

## **Article 8. Dissolution of the MontanaLibrary2Go Consortium**

8.1 MontanaLibrary2Go may be dissolved upon a two-thirds vote of the Governing Board members present at a properly noticed meeting and can be effective only with the next fiscal year. Such a vote can only be taken prior to the 60-day cancellation date required by the vendor(s) in order to give all an opportunity to cancel the service at the same time. Should a vendor require more than 60-day notice for cancellation, this dissolution vote must be taken with enough prior notice to meet the vendor's cancellation deadline.

8.2 Upon dissolution, all assets of the Consortium shall be divided according to the formula used for cost allocation. Each member library of the Consortium shall be responsible for managing those assets in accordance with any provisions and requirements set by the vendor(s) and/or business agent.