

North Texas Library Consortium

GOVERNANCE POLICIES

Approved by Consortium Members on August 26, 2010

I. NAME

The name of this consortium should be the North Texas Library Consortium (NTLC). It should be referred to as “the Consortium” in this document

II. AUTHORITY

The authority for the Consortium shall reside with the North Texas Regional Library System (NTRLS), which is organized and shall be operated exclusively for charitable or educational purposes as defined in Section 501(c) (3) of the Internal Revenue Code of 1954, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws. NTRLS operates under the authority of the Library Systems Act, V.C.S. 5446a, and its rules and regulations as established by the Texas State Library and Archives Commission. As part of this Act, a regional library system may enter into agreements with the governing bodies of other libraries, including other public libraries, school libraries and media centers, academic libraries, technical information and research libraries, or systems of those libraries, to provide or receive specialized resources and services including providing ILS services. The system must comply with applicable requirements of the Texas Open Meetings Act and the Texas Open Records Act.

III. CONSORTIUM BOARD

A. REPRESENTATION

The Consortium Board shall be representative of the participating libraries and shall include one (1) member from each participating library. Any library may choose to pass on the opportunity to serve on the Consortium Board. All terms shall be without limit.

B. MEETINGS

1. The Consortium Board shall meet at least four times per year. The rules contained in the latest edition of *Robert's Rules of Order, Newly Revised*, shall govern all regular and special meetings of the Consortium.
2. If and when a decision should be made by the Consortium board before a next meeting, then the Consortium Board may make the decision in accordance with the e-mail voting rules below:

Any board member may initiate an e-mail voting procedure by submitting to all representatives by e-mail a clear and succinct written description of matters to be considered and voted on by the representatives and, if the initiating representative deems

necessary, the Chairman with materials to be referred to, if any. This email shall be deemed a motion. This motion must be seconded by an email reply to all representatives. The Chairman shall then email all representatives and afford them a reasonable period of time to discuss the motion via reply email to all representatives. Upon running of the time set by the Chairman for discussion of the motion the Chairman shall send an email to all representatives calling the motion for a vote and setting a reasonable deadline for the submission of email votes. All representatives voting on the motion shall do so via reply to all representatives indicating approval or disapproval of the motion, or abstention from the vote. If an e-mail voting procedure is initiated on a matter within 7 days to a scheduled meeting, the Directors shall discuss and, if necessary and possible, vote on the matter during the meeting. If a matter is determined by a majority vote using email, the matter will be restated at the next regular meeting of the consortium board so that it can be recorded in the minutes.

C. RESPONSIBILITIES OF THE CONSORTIUM BOARD

1. The Consortium Board shall do all of the following:
 - a. Select a Chair, Vice-Chair, Secretary, and Treasurer.
 - b. Work with the North Texas Regional Library System (NTRLS) Executive Director to administer the Consortium in the best interest of the Consortium.
 - c. To adopt and amend policies for the administration of the consortium and to authorize expenditures;
 - d. To approve all grant applications and to solicit funds from private and governmental sources;
 - e. Administer to the technical aspects of the Consortium by working the NTRLS Executive Director to appoint a technical support contact for the Consortium. This technical contact can be a participating member library staff or a NTRLS staff member. The technical contact shall serve a 1-year term.
 - f. Designate and determine membership fees for the Consortium.

D. OFFICERS OF THE BOARD

1. Election of Officers

The Consortium Board annually shall elect the following Officers: Chair, Vice-Chair, Secretary, and Treasurer from among its own membership to serve for one year or until successors are elected. Members may be re-elected to office.

2. Vacancies

The Consortium Board shall fill a vacancy in any office within 30 days.

3. Powers and Duties

The officers of the system shall have the following powers and duties:

- a. The Chair shall preside at all meetings. The Chair is responsible for calling regular and special meetings of the Consortium for the transaction of business in accordance with this governance policy. The Chair shall have the right to vote in all matters brought before the Consortium board.
- b. The Vice-Chair shall perform all duties of the chair in the absence, incapacity, or refusal to act, of the Chair, and when so acting, shall have all of the powers and be subject to all the restrictions of the office of the Chair.
- c. The Secretary shall record all votes and the minutes or proceedings of all Consortium Board meetings, and be responsible for providing copies of minutes after approval by the Consortium Board. The secretary shall determine the presence of a quorum at Consortium Board. The Secretary shall be responsible for the conduct of elections and shall designate tellers for the purpose of counting written ballots. A member of the NTRLS staff may assist in these duties at the request of the Secretary.
- d. The Treasurer shall arrange for the continued management of Consortium financial affairs with input from the Consortium Board. Duties shall include responsibility for adequate control procedures in the receipt and disbursement of monies. The Treasurer shall arrange for financial statements and reports as required by the Consortium Board. NTRLS will provide a financial report to the treasurer on a monthly basis, which will then be shared with all Consortium board members.

IV. CONSORTIUM MEMBERSHIP

- A. Consortium membership shall be extended to any library that pays the required membership fees as determined by the Consortium Board. Participating Libraries that join Consortium shall pay a one-time impact fee as determined by the Consortium Board.
- B. New Consortium members shall immediately receive full membership rights as outlined by this governance policy.
- C. Each member library, as equal members of the consortium, is required to be part of the consortium decision making process.
- D. A member library may end its membership at the end of any calendar year by giving at least 90 days prior written notice to the Consortium Board and NTRLS Executive Director. A library ending its membership will be responsible for any costs associated with removing its data from the consortium's database.

- E. Consortium membership requires member libraries to participate in resource sharing with other member libraries. Resource sharing is considered a basic consortium function and should not be suspended during normal operating hours.

V. MEMBERSHIP FEES

- A. All consortium member libraries will pay membership fees based on the approved cost sharing plan.
- B. A new member will pay (to Equinox) the full cost of its own data migration and loading. A new member will also be responsible for its own barcoding costs, if required.
- C. A new member's annual charge for participation in the consortium will be calculated using the consortium's standard formula, which is based on population served. This cost includes the cost of Equinox support and courier service, so it may change if the cost of those services changes. If a library joins in the middle of a calendar year, that year's charge will be pro-rated accordingly.
- D. A new member will pay to the consortium a one-time "impact fee" equal to 30% of its annual participation charge.
- E. Optionally, a new member may choose to spread out the payment of the impact fee over a three-year period. If they choose to do this, there will be an additional charge equal to 10% of the impact fee, to cover the administrative costs.
- F. The consortium reserves the right to adjust fees at any time with a 2/3 majority membership vote.

VI. DISPUTE RESOLUTION

When there is a dispute concerning the Consortium, the following appeal process shall be used.

- A. **Step 1:** All parties involved in a dispute shall submit in writing to the Consortium Board, in care of the NTRLS Executive Director, a summary of the points in conflict. The written statement shall include all of the following:
 - 1. A definition of the problem and reasons for a change.
 - 2. Identification of parties involved.
 - 3. A list of the advantages and disadvantages involved in retaining the current situation.
 - 4. A recommendation to solve the dispute.
- B. **Step 2:** The NTRLS Executive Director shall respond within 10 days of receipt of written statement and make the Chair of the Consortium Board aware of the dispute. The Chair must convene a special meeting of the Consortium Board to review the written statement(s).
- C. **Step 3:** The Consortium Board will consider written statements and release a decision on the matter with either of the following.
 - 1. An acceptance of the recommendation.

2. An alternate recommendation.

- D. **Step 4:** If the negotiations between the parties in dispute cannot reach an acceptable solution, the matter may be appealed by filing a petition with the NTRLS Board of Directors. This matter shall then be heard by the NTRLS Board of Directors. The NTRLS Executive Director shall submit to the NTRLS Board of Directors all the written documents concerning the matter in dispute. Within 60 days, the NTRLS Board of Directors shall submit to the Consortium Board, all written documents concerning the matter in dispute, and a proposal to resolve the dispute. A copy of the transcript and proposal shall be supplied to the disputing parties.

All consortium members will abide by the decision made by the NTRLS Board of Directors.

VII. AMENDMENTS OF GOVERNANCE POLICY

These governance rules may be amended at a Consortium Board meeting at which there is a quorum present.

Proposed amendments shall be received by the NTRLS system office 30 days prior to the next scheduled Consortium Board meeting.

The Chair of the Consortium Board shall give notice of proposed amendments to the Consortium membership at least 15 days in advance of the meeting where the amendments will be considered. Date-stamped, FAX, e-mail, or U.S. Postal Service postmark shall constitute proof of timely receipt. Amendments will be considered through regular voting procedures.