

North Texas Library Consortium

GOVERNANCE POLICIES

Approved by Consortium Members on August 30, 2012

I. NAME

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

II. AUTHORITY

The authority for the Consortium shall reside with the North Texas Library Partners (NTLP), 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. The North Texas Library Partners shall be referred to as NTLP in this document. The Consortium authorizes NTLP to enter into agreements or contracts under direction of the Consortium Board.

III. CONSORTIUM BOARD

A. REPRESENTATION

The Consortium Board shall include one (1) representative from each member library. 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, Treasurer and a Chief Technology Officer.
 - b. Work with the NTLP 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 with the NTLP Executive Director to appoint a technical support contact for the Consortium. This technical contact can be a participating member library staff. 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, Treasurer, and a Chief Technology Officer 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.
- 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.
- 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. NTLP will provide a financial report to the treasurer on a quarterly basis, which will then be shared with all Consortium board members.
- e. The Chief Technology Officer will coordinate strategic planning for all technical aspects of the consortium's ILS, including new feature requests, customization, technical support contracts, and hosting contracts, as well as other duties as assigned by the consortium board

IV. CONSORTIUM MEMBERSHIP

- A. Consortium membership shall be extended to any library who agrees to pay the required membership fees as determined by the Consortium Board. Participating Libraries that join the Consortium shall also 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. Consortium membership will require personnel from each library to be trained to use the Evergreen software for circulation, cataloging and local Evergreen administrative tasks.
- E. Failure of any library to comply with any of the policies of the consortium may result in loss of membership from the consortium with a vote by 3/4s of the membership. The decision for removal of a member library may be appealed through the Dispute Resolution process outlined in Section VI of this policy. Any cost incurred for removal from membership will be the responsibility of the library leaving the consortium.
- F. Any 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 NTLP Executive Director. A library

ending its membership will be responsible for any costs associated with removing its data from the consortium's database.

- G. 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 NTLC Board approved cost sharing plan.
- B. 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:** When a dispute arises, all parties involved in the dispute shall submit in writing to the Consortium Board a summary of the points in the 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 chair of the Consortium Board shall respond within 10 business days of receipt of written statements. 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 NTLP Board of Directors. This matter shall then be heard by the NTLP Board of Directors. The NTLP Executive Director shall submit to the NTLP Board of Directors all the written documents concerning the matter in dispute. Within 60 days, the NTLP 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 NTLP 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 NTLC membership 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 by the Consortium Board and will be voted on by the Secretary calling the roll and each member's vote being recorded. All votes will be recorded, including abstentions.