

APPENDIX C
Bylaws of “My Online Resource” (MORE)
Draft Revisions: May 2023

Article I: Name.

Section 1. The name of this organization shall be “My Online Resource” (hereinafter referred to as “MORE). The MORE automation consortium is an IFLS Library System (hereinafter referred to as IFLS) service in which IFLS area libraries may choose to participate based on the MORE Participation Agreement with IFLS as a Service Provider for a Fee (hereinafter called the “Participation Agreement”).

Article II: Purpose.

Section 1. The purpose of MORE includes, but is not limited to, provision of the following functions: controlling circulation; managing data base content; sharing resources; maintaining the system hardware and software; managing of online web-accessible public access catalog; and evaluating MORE services.

Article III. Members.

Section 1. The members of MORE shall be the parties to the Participation Agreement. MORE membership shall begin upon receipt of the signed Participation Agreement and payment of the initial start up fee.

Section 2. The MORE Directors Council must approve the timetable and schedule of payments for adding each new MORE member before a Participation Agreement shall be issued.

Article IV. Meetings and Notices.

Section 1. The Chair of the Directors Council or the Chair of each committee shall distribute notices and agendas of meetings via email.

Section 2. **Notice for all MORE meetings must be posted** in compliance with the Wisconsin Open Meeting Law (Wisconsin Statutes, Sec. 19.84). Notices must include a statement of time, date, place and information as to the subject or subjects to be considered.

- Section 3. Notices of all regular MORE meetings must be sent to the directors of all MORE member institutions at least **7 [or 4] calendar days** prior to the date of the meeting.
- Section 4. Special meetings of the Directors Council may be called by the Chair, or upon written request of five voting members of the Directors Council. Notice of any special meeting shall be sent to the director of each MORE member institution at least 14 days in advance of such meeting.
- Section 5. The Chair of Directors Council with at least 24 hours notice may call emergency meetings of the MORE Executive Committee or Directors Council.
- Section 6. The order of business at all regular MORE meetings shall be determined by the Chair and may include the following: Call to Order; Establish Quorums; Certification of Compliance with Open Meeting Law; Accept/Modify Agenda; Approval of Minutes; Financial Report; Reports listed by presenter; Issues from other MORE Committees; Current Business with subject matter listed; New Business with subject matter listed; Issues and assignments for next meeting; Next meeting date; Adjournment.
- Section 7. All regular meetings will be conducted according to Robert's Rules of Order.

Article V: Directors Council.

- Section 1. The purpose of the MORE Directors Council shall be to set policies, standards and plans for the MORE system and conduct regular business of MORE such as routine expenditure, routine policies and/or emergency policies as needed, etc.
- Section 2. The Directors Council shall be comprised of the directors of the libraries of the MORE member institutions, acting on behalf of those institutions, and the director of IFLS, acting on behalf of IFLS. The MORE Administrator shall act as a technical advisor to the Directors Council.
- Section 3. The regular meetings of the Directors Council shall be held at a time, date and place to be established by the Directors Council, but shall be held at least quarterly. The date, time, and place may be altered provided that such decision was made at the meeting prior to the meeting in question or by emergency decision of the Chair, and provided that proper notice was given. The Chair shall

distribute notices and agendas of meetings.

Section 4. A quorum of the Directors Council shall be required to conduct the business of the Directors Council. A quorum shall be defined as the presence of members possessing at least 51% of all existing votes based on vote distribution and 51% of member institutions.

Article VI. Voting

Section 1. Votes will be assigned to members in two ways: a single vote for each member library present and a vote based on vote distribution as outlined in Appendix B of the MORE Participation Agreement.

Motions on the budget will be decided by three quarter (3/4) majority vote of the member libraries present and three quarter (¾) majority vote based on vote distribution. Both majorities are required for a motion on the budget to pass.

Motions that pertain to amending the bylaws will be decided by three quarter (3/4) majority vote of the member libraries present and three quarter (3/4) majority based on vote distribution. Both majorities are required for a motion on the adoption of amended bylaws to pass.

All other motions will be decided by 51% vote of member libraries present and 51% based on vote distribution. Votes on all other motions must take place following at least one Directors Council meeting at which the same motion is discussed, unless a motion to vote without a second meeting is approved by 80% vote of member libraries present and 80% based on vote distribution.

Section 2. Whenever the director of any member library is, for any reason, unavailable to attend Directors Council, **they** must appoint by proxy a representative to vote in **their** place. The proxy so appointed shall have authorization to vote at the Directors Council meeting and the director represented by the proxy is considered present for purposes of recording the vote. A proxy may be a staff or Board member of the library requiring the proxy, or may be another MORE member library director. The proxy is valid only if the signed form is received by the Secretary of the Directors Council prior to the opening of the meeting. Failure to appoint a proxy or verify receipt of proxy will not invalidate any action of the Directors Council. Whenever the director of any member library fails, for any reason, to attend two consecutive Directors Council meetings, and fails to provide proxies for those meetings, the MORE Administrator

shall provide a notice in writing to that library's Board of the failure of its director to follow MORE automation consortium bylaws.

Section 3. A member library may appeal a decision of the Directors Council. The library making the appeal must notify the Chair of the Directors Council, by fax or e-mail within one standard business day of the meeting at which the Directors Council decision was made, that it intends to file an appeal. The completed Appeal Form (Appendix F of the Participation Agreement) must be delivered to the Chair of the Directors Council within 14 standard business days from receipt of notification of the intent to appeal for review by the MORE Executive Committee. The Executive Committee will provide a written response within 14 standard business days from receipt of the completed Appendix F-Appeal Form. If the appellant is not satisfied with the Executive Committee decision, they must notify the Chair of Directors Council in writing within 3 business days of receipt of response. The Chair of the Directors Council will then forward the original appeal, the Executive Committee decision and the letter stating that the appellant is not satisfied with the Executive Committee decision to the Director of IFLS within 3 business days. The Director of IFLS will forward the documentation along with her/his recommendation to the President of the IFLS Board. During the appeal process any action on the Directors Council decision that is on appeal will be suspended unless it is system critical as determined in the sole discretion of the MORE Administrator.

Section 4. The President of the IFLS Board may choose whether or not to hear the appeal. The decision of the IFLS Board shall be final.

Article VII. Budget

Section 1. The draft budget for funds from the MORE members for MORE operations will be prepared by the Executive Committee and the MORE Administrator with the assistance of the IFLS Business Manager. It will be prepared in time to hold a budget hearing to allow input from all MORE members, allow for budget revisions and for presentation to the Directors Council at the last meeting before the budget deadline.

Section 2. The Directors Council, on or before August 1 of each year, shall adopt a budget for the following calendar year. This budget will include the sums required to cover all costs and expenses to be incurred by MORE during the next year in carrying out the purposes of this agreement, including, without limitation, all operating,

maintenance, and contractual expenses, and capital costs such as the purchase of substitutions, replacements, improvements, and additions to the components necessary to fulfill the initial functional requirements of MORE with the exception of those funds to be contributed by IFLS. All budgets must be adopted by a three-quarter ($\frac{3}{4}$) majority vote of the member institutions plus a three-quarter ($\frac{3}{4}$) majority of all votes based on vote distribution.

Section 3. Midyear budget adjustments must be adopted by a three-quarter ($\frac{3}{4}$) majority vote of the member institutions plus a three-quarter ($\frac{3}{4}$) majority of all votes based on vote distribution.

Section 4. The budget adopted by the Directors Council will be forwarded to the IFLS Board for final approval.

Article VIII: Officers and Duties.

Section 1. The officers of the Directors Council shall be the Chair, the Vice-Chair and the Secretary, to be elected annually at the final meeting of the calendar year. There is a limit of three consecutive terms as an officer. After one year, any member may again be elected as an officer. Acting and interim directors are not eligible to be elected as officers. Officers will assume their duties at the end of the meeting at which the election was held. Should an office be vacated during the calendar year, a special election shall be held at the next regularly scheduled meeting of the Directors Council to fill such vacancy.

Section 2. The Chair shall establish the agenda for and preside at all meetings of the Directors Council; shall appoint all committees, ~~designating one member of each committee as Chair~~; shall authorize calls for special meetings; and shall generally perform the duties of a presiding officer.

Section 3. The Vice-Chair shall perform all of the duties of the Chair in his or her absence.

Section 4. The Secretary shall take roll at meetings and establish quorums for the Directors Council and Executive Committee Meetings. IFLS shall provide staff to record minutes for these meetings.

Article IX. Committees.

Section 1. The Chair of the Directors Council shall appoint all MORE committee members, except the Executive Committee, by

December 15th and the MORE Administrator shall publish the membership lists by January 1st. Any IFLS staff member appointed to a committee shall be a voting member.

Section 2. Executive Committee. The purpose of this committee is to conduct the regular business of MORE between meetings of the full Directors Council, to investigate and make recommendations regarding matters requiring the action of the full Directors Council, and to draft a preliminary budget. The Executive Committee members shall include the Chair, Vice-Chair, Secretary, Director of IFLS and one Directors Council Director-at-Large elected by the Directors Council. The Director-at-Large position shall follow the same guidelines as officers regarding terms of office. The MORE Administrator shall be an ex officio non-voting member of the committee. This committee shall meet bi-monthly or as necessary.

Section 3. A. Committees.
Committees may be established to address the following issues:
Circulation
Resource Sharing
Collection Development
Database Maintenance and Management
Bibliographic Records and Standards
Public Relations
Training and Professional Development
Bylaws Review
Nomination of Officers
Other issues as needed
Committees shall contain no more than one voting member from any MORE library. Committee members may provide a proxy using the standard form.

B. The role of the committees shall be to recommend guidelines, procedures, and policy to the MORE Administrator, the MORE Executive Committee, and the MORE Directors Council.

C. Each MORE Committee shall elect its own Chair and Secretary each year.

Article X: Policies and procedures.

Section 1. The Directors Council shall, on a regular basis, adopt policies and procedures for the efficient and effective operation of the automated system. Each member institution is responsible for adherence to these policies and procedures, provided that they

have been distributed to each member institution at least 28 days prior to the date they go into effect.

Section 2. IFLS may enforce compliance with MORE policies by sanctions that include, but are not limited to, the billing of an institution for substantial costs incurred due to institutional failure to comply with MORE policies or by finding of cause for termination of MORE membership in Article VIII, par. 1 of the Participation Agreement.

Any member institution which, knowingly and repeatedly, fails to observe such policies will be billed by IFLS for any substantial costs incurred in correcting a problem directly caused by that institution's failure to comply with said policies and procedures. The MORE Administrator will notify and warn a non-complying institution on the following schedule:

1st notice will be made orally by the MORE Administrator to the director of the library in violation.

2nd notice and warning of potential penalty will be made in writing by the MORE Administrator to the director of the library in violation.

3rd notice and warning of potential penalty will be made in writing by the MORE Administrator to the Board of the library in violation.

4th violation will result in billing for the costs incurred or finding of cause for termination of MORE membership.

Section 3. IFLS may establish such procedures as are necessary to implement MORE policies and standards for the efficient and effective operation of the MORE system. Institutions shall be expected to follow such procedures.

Article XI: Amendment of Bylaws.

Section 1. The Bylaws may be altered, amended or repealed in whole or in part by approval of the IFLS Board and a three-quarter ($\frac{3}{4}$) majority vote of the member institutions plus a three-quarter ($\frac{3}{4}$) majority of all votes based on vote distribution, provided that the text of the amendment(s) is made available to all member institutions forty-five (45) days prior to the meeting at which the amendments are to be decided.

The Bylaws shall be reviewed every two years.