**NOW Consortium Bylaws**

**Approved Draft from 2/20/2019 and 5/15/2019 Meetings**

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**Article I Definitions**

1. Participating Library - initial participation in this Consortium shall be libraries participating in the OWLSnet and WALS consortia at the time of adoption of these bylaws. Participating Libraries shall be counted administratively, not by number of locations (i.e.: a county library with 5 locations is counted as 1 library). Additional libraries may become Participating Libraries as provided in these Bylaws below.
2. Directors Council - consists of Library Directors of all Participating Libraries.
3. Executive Committee - consists of the System Directors, or their designees, and 10 Library Representatives.
4. ILS Director – is the chief executive of the NOW Consortium. The ILS Director shall attend all meetings of Directors Council and Executive Committee, unless excused.
5. Library Director – shall be the chief officer of a library or administrative officer tasked with operational oversight of a library. All reasonable efforts should be made to keep this a singular person unless otherwise provided herein.
   1. The administrative officer of a Participating Library may serve in lieu of the chief officer of a library provided the decisions of the administrative officer on the Executive Committee may not be subject to override by the Library Director.
6. Library Representatives – shall be the representatives on the Executive Committee and shall be apportioned among the Systems according to the percentage of the cost of the NOW Consortium allocated to each System. These costs shall be recalculated every 5 years or whenever a library joins or leaves the Consortium. Initial apportionment shall be:
   1. Nicolet 3 Representatives
   2. OWLS 3 Representatives
   3. Winnefox 4 Representatives
7. Library Voting Share – calculated by averaging Participating Library’s percentage of the NOW Consortium file size (total materials plus total registered borrowers) and its percentage of total NOW Consortium circulation. The average is multiplied by 10,000 and rounded to a whole number. Library Voting Shares shall be calculated annually using the average of the Participating Library’s annual report data from the most recent three years.
8. System – used singularly or plural, represents the member library systems of the NOW Consortium. Member library systems are public library systems, as defined under Wis. Stat. Ch. 43, that have been accepted into the NOW Consortium as defined below.
9. System Director – shall be the chief officer of a System.

**Article II Establishment**

The NOW Consortium is hereby established to provide a shared, integrated library automation system to Nicolet Federated Library System, Outagamie Waupaca Library System, and Winnefox Library System Participating Libraries.

The purpose of the NOW Consortium is to improve services for patrons and libraries by:

1) facilitating resource sharing,

2) increasing the efficiency and effectiveness of operations and services, and

3) encouraging innovation in services.

The NOW Consortium shall provide services to Participating Libraries including, but not limited to, circulation control, online public interface, cataloging, acquisitions, and reporting.

**Article III Participation**

1. Additional Participating Libraries and Systems may be admitted to this Consortium by:
   1. recommendation of the Executive Committee,
   2. vote of the Directors Council, and
   3. approval and signing of the NOW Consortium Membership Contract by that library’s or system’s Board of Trustees.
2. Participating Libraries and Systems shall agree to abide by all policies and procedures adopted by the Consortium. In the case of noncompliance, the Consortium may take appropriate action as defined in the Grievance and Noncompliance Policy.
3. A Participating Library may withdraw from the NOW Consortium at the close of any calendar year by notifying the ILS Director and the Directors Council chair in writing by June 30 of that year. The withdrawing library shall be billed for the costs of extracting a copy of its records from the Consortium database and purging its data and current transactions.

**Article IV Directors Council**

1. The Directors Council shall:
   1. Determine policies and procedures for the shared system, including cataloging, patron database, circulation, and resource sharing.
   2. Approve the annual budget.
   3. Establish ad-hoc committees as necessary.
2. The Directors Council shall meet quarterly. The Directors Council may choose to allow members to attend virtually, however the annual meeting shall be entirely physical.
3. The Annual Meeting shall be the first meeting of the year. A Vice-Chair shall be elected at the Annual Meeting. The Directors Council may elect or appoint additional officers as needed.
4. A Library Director may designate a proxy to act on their behalf in a meeting. A proxy may be another Library Director or library staff. Proxies shall be registered with the Chair by the absent library.
5. A quorum shall consist of the representatives of Library Directors of at least 60% of Participating Libraries and possessing at least 60% of total possible votes. A library staff member representing their library and authorized to make decisions shall be counted for the determination of a quorum. A person holding the proxy for another Library Director shall count the absent library towards the determination of a quorum.
6. The Directors Council shall attempt to arrive at its recommendations by consensus. When consensus cannot be achieved, action will be taken by vote.
7. A roll call vote may be taken at any meeting of the Directors Council provided the item is on the agenda and announced at least one week prior to the meeting.
8. All motions shall require the affirmative vote of 60% of Library Directors and 60% of Library Voting Shares for approval. Both majorities are required for a motion to pass.
9. If an emergency vote is deemed necessary by the Executive Committee, an emergency vote may be conducted by email a week after the distribution of information.

**Article V Executive Committee**

1. Duties of the Executive Committee shall include:
   1. Setting the agenda for Directors Council meetings,
   2. Calling special meetings of the Directors Council if necessary,
   3. Hiring, supervising, and evaluating the ILS Director,
   4. Determining the number of ILS Staff, and their duties and compensation,
   5. Selecting and monitoring a fiscal agent for the Consortium,
   6. Consulting with the ILS Director to draft an annual budget for presentation to the Directors Council, and
   7. Establishment of ad-hoc committees as necessary.
2. The Library Directors in each System shall choose Executive Committee Library Representatives prior to the annual meeting of the Directors Council. In the event of a vacancy on the Executive Committee, the Library Directors in that System shall choose a replacement to fill out that Library Representative’s term.
3. The Executive Committee shall attempt to arrive at its recommendations by consensus. When consensus cannot be achieved, action will be taken by vote. All motions shall require the affirmative vote of a simple majority of all Executive Committee Library Representatives present, including at least one System Director.
4. Upon their first appointment, the Library Representative shall be divided as nearly as practicable into 2 equal groups to serve for 2- or 3-year terms, respectively. Thereafter, each term shall be for a term of 2 years.
5. The Executive Committee shall pick the Chair of the Directors Council from the Library Directors chosen by each System at or prior to the annual meeting of the Directors Council. This Chair shall be counted as one of the Library Representatives in their System’s membership allocation on the Executive Committee. The Chair will serve as Chair of the Directors Council and Executive Committee.
6. At their first meeting after the Annual Meeting of the Directors Council the Executive Committee shall elect a Vice-Chair and such other officers as they may deem necessary. They shall also set their meeting schedule for that year.
7. The Executive Committee shall meet at least 4 times per year.
8. A quorum of the Executive committee shall consist of 7 members. At least one Library Director from each System and at least one System Director, or their designee, must be in attendance.

**Article VI ILS Director**

1. The ILS Director shall be responsible for the day-to-day operations of the Consortium.
2. The ILS Director’s duties shall include:
   1. Hiring, firing, and discipline of ILS staff
   2. Supervision of ILS staff
   3. Negotiating with vendors and signing contracts
   4. Attending all meetings of Directors Council and Executive Committee.

**Article VII Cost Sharing**

1. Consortium costs shall be apportioned among the member Systems according to the method described in the Partnership Agreement. Systems shall charge fees to their member libraries according to their own fee structures.

**Article VIII Dispute Resolution**

1. If Consortium related disputes among Participating Libraries, Systems, and/or the NOW Consortium cannot be settled by the parties involved, the dispute shall be arbitrated and decided according to the procedures laid out in the Grievance and Noncompliance Policy.

**Article IX Conflict of Interest**

1. Members of the Executive Committee may not use their position for their own personal gain or to unduly benefit a particular library, business, or other organization with which they are associated.

1. A Committee member shall withdraw from discussion and voting on any matter in which they, an immediate family member, or an organization with which the Board member is associated has an undue personal or  financial interest.  This action shall be recorded in the minutes of any meeting during which they arise. The Committee member may be recalled to answer questions during discussion.
2. A Committee member may participate in discussion and voting on matters in which he or she has a personal or financial interest as long as:
   1. the matter affects a broad group of participating libraries;
   2. the interest of the member is not significant when compared to other participating libraries; and
   3. the effect of the matter on the interests of the member is not significant when compared to other participating libraries

**Article X Dissolution of NOW Consortium**

1. A motion to dissolve the NOW Consortium may only be considered after notice is provided to Library Directors, library boards, System Directors and System boards at least ninety (90) days prior to any vote on the motion.
2. Dissolution of the NOW Consortium will require the approval of a majority of the System boards and a 75% majority vote of the Library Directors.
3. A successful motion to dissolve will trigger an additional notice of not less than one (1) year given in writing by the Executive Committee to the Board of each System and Participating Library that the NOW Consortium will be dissolved.
4. Dissolution of the NOW Consortium shall be carried out on a schedule agreed upon by both the Executive Committee and the Directors Council, such that dissolution is complete by the date specified in the required notice.
5. Each System shall be liable for their prorated share of the NOW Consortium budget for the remaining time of the Consortium’s existence.
6. Outstanding debt owed by the NOW Consortium at the time of dissolution will be paid from the NOW Consortium assets. Remaining assets will be distributed among the member Systems according to the method described in the Partnership Agreement.

**Article XI Adoption and Amendment**

1. These bylaws shall be effective upon adoption by the Boards of Trustees of the Nicolet Federated Library System, the Outagamie Waupaca Library System, and the Winnefox Library System.
2. Amendments to these bylaws become effective upon approval at meetings of the Executive Committee and the Directors Council, and upon the adoption by the Boards of Trustees of all member Systems.

5/15/2019 revision