

BYLAWS OF THE WYLDCat Members

REVISED SPRING 2004, REVISED SPRING 2010

Approved at the WYLD Network Annual Meeting, June 4, 2010

I. NAME: WYLDCat Members

A. WYLDCat Members: WYLDCat Members is comprised of delegates from the member agencies as defined under "Membership" and "Delegates and Votes."

B. PURPOSE:

1. Facilitate communication among network members and between the members and other relevant agencies.
2. Participate in decision making processes as they affect network members.
3. Represent the viewpoint of members to the Wyoming State Library, the system vendor and other groups as necessary.

C. MEMBERSHIP: A member is an agency which utilizes primary subsystems of the shared integrated library system's (ILS) server(s) operated by the Wyoming State Library, adds records to the database, and is willing to lend to other WYLD libraries and share fees. Membership in WYLDCat Members is open to legally established publicly funded libraries or library units within legally established not for profit entities in Wyoming.

D. MEMBER FEES: WYLDCat Members assess fees payable to the State Library for network services. The Fees/Budget Committee is responsible for working with the State Library to determine a recommendation for a fee schedule for each biennium, approved by the Board and payable by each member. Member agencies are also responsible for annual fees set by the Board for expenses of this organization. Governance contract and bylaws describe other responsibilities of membership.

E. DELEGATES AND VOTES: Each member agency shall have one indivisible vote. For the purposes of this document, an agency is a county library and its branches, an academic library and its branches, any district recognized by state statute and its libraries, a not for profit agency, or agency of the State of Wyoming. Each agency shall have one consistent regular delegate.

Delegates:

1. Attend and participate in all network meetings, naming an alternate if unable to attend
2. Inform key home agency personnel of issues
3. Solicit viewpoints from home agency
4. Initiate required action

In the event that a regular delegate is unable to attend a meeting, an alternate delegate may attend and must have a proxy from the regular delegate/director. Delegates serve at the pleasure of their home agencies.

Additional members of the Wyoming State Library staff specifically charged with overseeing an operation of the system may participate in an ex officio, non-voting capacity.

F. NETWORK OFFICERS AND DUTIES: WYLDCat Members elect a President, Vice-President/President-Elect, Member-at-Large, and other representatives to the Board and Council as described under "Governing Board" and "Regional Council."

Officers may be delegates and will retain full rights and privileges. If the officers are not delegates, they may not vote at the annual meeting. Agencies will not lose a vote or a voice because they have a delegate who has been elected to office. The appointed or volunteer Recorder is not an officer and does not vote unless the Recorder is also a delegate.

1. WYLDCat MEMBERS PRESIDENT:

- a. Publishes location, time, and tentative agenda in the system's electronic mail or posting on the WYLD webpage two (2) weeks prior to a regular meeting and one (1) week prior to a special meeting of the WYLDCat Members
- b. Convenes and presides at all meetings, regular and special, of the WYLDCat Members
- c. Convenes and presides at all meetings of the WYLD Board
- d. Appoints or requests a Recorder
- e. Represents the WYLDCat Members between meetings
- f. Coordinates communication and action between the Governing Board and other components; reports relevant proceedings to the network and other groups
- g. Appoints all committee members and fills committee vacancies as they occur

- h. Appoints officers, should the need arise, to serve until the next scheduled election
- i. Represents, personally or through a representative, the WYLDCat Members at any relevant national group with the cost of attendance to the network's ILS annual users meeting borne by WYLDCat Members budget
- j. Serves ex officio on the Wyoming Libraries Foundation Board

2. WYLDCat MEMBERS VICE PRESIDENT/PRESIDENT-ELECT:

- a. Performs duties of the President in all cases in which the President is absent or unable to serve
- b. Performs duties as directed by the President
- c. Serves as Chair of the Regional Council
- d. Serves on the Board
- e. Coordinates communication and action among the Regional Council, other components, and President; reports relevant proceedings to the Board and other groups

3. WYLDCat MEMBERS RECORDER:

- a. Records the proceedings of all Board meetings; makes minutes and documents available online via the WYLD Support Team
- b. Maintains paper records
- c. Performs duties as directed by the President

G. TERMS OF OFFICE: Elected officers shall assume their duties following the Annual Meeting and shall serve for a term of two years. No officers shall be eligible for election to more than two consecutive terms.

No delegate may hold more than one office at any one time.

H. NETWORK NOMINATIONS: Nominations shall be made by the Nominating Committee prior to the Annual Meeting. The Nominating Committee will announce nominations

two weeks before the Annual Meeting. Nominations from the floor will also be allowed in case of candidate vacancies. Individuals nominated must consent to run before the ballot becomes official. See Paragraph I. U. 3. Nominating Committee.

I. ELECTIONS: The biennial election for Vice-President/President-Elect and Member-At-Large shall be held by secret ballot at the Annual Meeting. A simple majority will result in election. In the case of a tie, the winner will be determined by the flip of a coin.

Board members elected of library types (Academic Library Representative, K-12 Library Representative, Larger Public Library Representative, Smaller Public Library Representative, and Special Library Representative) will be selected by delegates from their library types.

In the case of special elections, the Nominating Committee will mail ballots to all delegates.

J. REMOVAL FROM OFFICE: Any officer of any WYLD component may be removed from office for conduct which is detrimental to the network. Detrimental conduct may be defined by a simple majority of members of the pertinent group willing to bring a written proposal for removal from office to the appropriate presiding officer. The officer, councilor, or board member will have the right to respond. Missing two consecutive meetings without an alternate or proxy is grounds for removal of Board and Council members. A two-thirds vote of the members of the component group present and voting is necessary for removal of an officer, councilor, or board member.

K. MEETINGS:

1. The annual meeting will be held in late spring or early summer. The Council and the Board will report formally to the members at the annual meeting. The date, location, time, and preliminary business meeting agenda will be announced at least two weeks in advance.
2. Special meetings may be called by the President. Should the President receive a written request for a special meeting from at least 20% of the total delegates, the President must convene a special meeting.
3. Meetings are open to the public. The public may attend meetings in a single place, at a scheduled video conference location, or through a conference call site.
4. The President may invite/recognize guests to address specific agenda items.
5. WYLDcat member training activities may be held in conjunction with the network annual meeting.

L. BYLAWS: Bylaws may be changed by a two thirds vote of each of two of the three components: Delegates, Governing Board, and Regional Council Proposed bylaws must be distributed two weeks before the meeting when there will be a vote.

M. PRIORITIES PROCESS: An agency discusses its priorities with its Board representative. The Board develops priorities, based on constituency needs and available funding, in consultation with the WYLD Support Team. The Board produces a strategic plan stating priorities, timetables, and emerging priorities. The Board reviews the document regularly with its constituencies.

N. NETWORK OPERATIONS PLAN: The plan, upon adoption by the Board and Council, establishes the network's roles and responsibilities. The plan is to be updated midpoint in each President's term with revisions to be approved by the Board and the Council.

O. REQUEST FOR ACTION: Any member or group of members may bring a request to the President to have an issue or concern considered by the Board, Council or Membership. The President will communicate this request to the State Librarian and will place this topic on the agenda for the next network, Council or Board meeting as is appropriate. The Board, Council or Membership will vote whether or not to take further action on the request, and the President will notify the originator of the result of the vote. The members or group of members may participate in this meeting.

If the Board, Council or Membership votes to take further action on the issue, the President will coordinate with the State Librarian to convene an ad hoc committee with broad representation to study the issue and make a recommendation to the appropriate group. The President will convey the resulting action to the State Librarian, and the State Librarian will pursue approval from whatever authorities deemed appropriate to institute the recommended action.

P. SANCTIONS: Training and informal communication to solve problems are always the first and preferred courses of actions. Sanctions shall be progressive and may include, but are not limited to, loss of access to some or all services, loss of privileges or franchise, and, when all else fails, expulsion from the network.

Any committee or the Board may recommend sanctions against an agency for violation of published protocols or procedures. The recommendation must contain examples of the problem and suggestions for corrections. This recommendation is delivered to the Board. The Board votes on whether to proceed.

If the vote is yes, the Chair of the Board delivers by registered mail a warning of the potential sanction and a copy of the recommendations to the agency director, agency board chair or appropriate administrator, and the State Librarian. The agency has sixty days from the date of receipt of the letter to acknowledge the warning and propose a solution.

The Board must vote on the recommendation within thirty days of the agency's response or within sixty days from the date of the agency's receipt of the letter warning of the potential sanction.

Copies of all relevant documents must be available with the agenda. The motion to impose a sanction requires a two-thirds majority vote to pass.

The agency may appeal the decision to impose sanctions to the Board within thirty days of the decision. A special meeting of the Board must be called within fifteen days of the receipt of the request for a special meeting. Copies of all relevant documents must be available with the agenda. The motion to uphold a sanction requires a two-thirds majority vote to pass.

The agency may apply to the Board for removal of sanctions with proof that the problem is corrected. The committee initiating the sanctions reviews the application and recommends action to the Board within sixty days. The motion to withdraw a sanction requires a two-thirds majority vote to pass.

Q. QUORUM AND PROXIES: A quorum will consist of a simple majority of voting delegates or representatives and officers. Only proxies signed and dated by the actual delegate/representative/officer will be recognized and accepted by the President.

R. DELEGATE EXPENSES: All delegate expenses to meetings of all components must be borne by the delegate or his or her agency.

S. PARLIAMENTARY AUTHORITY: The most recent edition of Robert's Rules of Order shall serve as the Parliamentary authority.

T. TERMINATION OF MEMBERSHIP: Termination of membership may occur under three circumstances: Default of Obligations, Acts Outside the Member's Control and Voluntary Termination:

1. Default of obligation:
 - a. The WYLD Cat Members may request termination of membership for breach of agreement contained in the most recent WYLD Contract.
 - b. A member may terminate membership on the grounds of insolvency when they can certify that there is no money and the potential for funding is non-existent.
 - c. **Availability of Funds:** Each payment obligation of the Wyoming State Library is conditioned upon the availability of government funds which are appropriated or allocated for the payment of this obligation. If funds are not allocated and available for the continuance of the Contract, the Contract may be terminated by the state library at the end of the period for which the funds are available. The state library shall notify members at the earliest possible time of the services which will or may be affected by a shortage of funds. No penalty shall accrue to the state library in the event this provision is exercised, and the state library shall not be obligated or liable for any future payments due or for any damages as a result of termination under this section. This provision shall not be construed to permit the state library to terminate this Contract in order to acquire

similar services from another party. The Availability of Funds clause will also apply to member libraries.

2. Acts Outside the Member's Control: In the event that either party is unable to perform any of its obligations or to enjoy its benefits because of natural disaster, prolonged communication line failure, decrees of governmental bodies not the fault of the affected party, the party affected shall give notice immediately to the other party and shall do everything possible to resume performance.

3. Voluntary Termination: Any member may terminate membership with no less than six months written notice to the President and the Wyoming State Librarian. In the event that such a withdrawal would severely hamper the operation of WYLDCat Members, both parties must agree to enter into good faith resolution that will result in minimal damage to either party.

4. Rights and Obligations of Parties on Termination: In the event of termination of membership, each party shall return to the other or certify to the other in writing the destruction of all proprietary data, materials and properties of the other party then in its possession.

U. NETWORK STANDING COMMITTEES: Terms of committee appointments will be for three years beginning at the end of the Annual Meeting. Committee terms will be staggered. Appointments and reappointments shall be at the discretion of the President. Committee membership is open to paid staff and appointed or elected officials and board members from participating agencies. As far as possible, committee members shall come from all types of agencies and from the six regions of the state. Ad hoc committees may be appointed at the discretion of the President. Each committee chair shall report on fiscal and governance issues to the Board and on technical and training issues to the Council.

People interested in serving on a committee should be given an outline of the committee's responsibilities. They should apply to the President to serve, outlining their own background and experiences that would benefit the work of the committee. All committee member expenses related to serving on a committee must be borne by the committee member or his or her agency. Each committee chair is responsible for keeping the committee's procedures consistent with the Bylaws and Strategic Plan.

1. **GOVERNANCE AND BYLAWS COMMITTEE**: Recommends changes in governance and revisions to the bylaws.
2. **ONLINE QUALITY COMMITTEE**: Monitors database quality and recommends appropriate action to Council or Board.

Composition: In addition to representatives defined in Paragraph I. U. above, a mix of public and technical services staff from each of the WYLD regions is encouraged.

Agency directors may serve. The WYLD Support Team Bibliographic Database & Serials Librarian is a permanent committee member. Ex officio non-voting members may include a second WYLD staff member and a non WYLD library representative. If it becomes impossible to recruit a committee member that fulfills all qualifications, the President will use her/his best judgment in appointments.

3. **NOMINATING COMMITTEE:** Nominating Committee members are not eligible for election to office.
 - a. The committee nominates candidate(s) for the following positions on the Governing Board:

Vice-President/President-Elect, Academic Library Representative, K-12 Library Representative, Larger Public Library Representative, Smaller Public Library Representative Special Library Representative and a Member-At-Large
 - b. Distributes the slate of candidates two weeks before the Annual Meeting's biennial election or before special elections.
 - c. Prepares and counts the secret ballot at the Annual Meeting or after a special election
 - d. Announces the results

Composition: One delegate appointed by the President and one appointed by the Vice-President/President-Elect.

4. **TRAINING COMMITTEE:** The committee in collaboration with the WYLD Support Team is responsible for updating the skills competencies on the WYLDCat Members pages, establishing a training needs assessment process, and planning and implementing training in the regions and for the WYLD annual meeting. Members are responsible for communicating their needs to the committee.

Composition: A representative from each region appointed by the President and a representative from the State Library.

5. **FEES/BUDGET COMMITTEE:** The committee is responsible for developing the Operating Budget for approval by the Board. Once the Operating Budget is approved the committee is responsible for working with the State Library in determining a recommendation for a fee schedule for each biennium. The committee will provide the proposed fee schedule to each agency director for feedback prior to submitting a final proposal to the Governing Board for approval. The committee is responsible for monitoring the budget.

Composition: A representative from each region representing a variety of library types is appointed by the President in consultation with the Chair of the Regional Council and a representative from the State Library. The President will serve as an ex-officio member of the committee.

II. GOVERNING BOARD:

A. BOARD MEMBERSHIP: The Board consists of elected representatives by type of library. Examples of types of libraries are academic, special, school, large public and small public. Board members need not be network delegates. Other members are the President, the Vice-President/Chair of the Council, the State Librarian, and a Member at Large.

All serve staggered, two year terms except the State Librarian who is a permanent ex officio voting member.

The President serves as Chair of the Board.. The Vice-President/President-Elect serves as the Vice Chair. An appointed or volunteer Recorder serves as the Recorder for the Board. Each member of the Board shall have one indivisible vote. The appointed or volunteer Recorder is not an officer and does not vote unless the Recorder is also a delegate.

B. RESPONSIBILITIES: Board responsibilities include planning, setting priorities and policies, determining fees, deciding to drop or add services, and imposing sanctions. The Board meets a minimum of four (4) times a year, once in conjunction with the WYLDcat Members annual meeting.

C. GOVERNING BOARD OFFICERS AND DUTIES:

1. BOARD CHAIR:

- a. Publishes location, time, and tentative agenda in the system's electronic mail or posting on the WYLD webpage two (2) weeks prior to a regular meeting and one (1) week prior to a special meeting
- b. Presides at all meetings, regular and special, of the Board
- c. Coordinates communication and action between the Governing Board and other WYLD components; reports relevant proceedings to the Board
- d. Appoints Board members to complete terms of Board members who vacate their positions midterm. Appointees must represent the type of library or member at large position that was vacated
- e. Appoints all Board committee members and fills vacancies as they occur

2. **BOARD VICE-CHAIR:**

- a. Performs the duties of the Chair in all cases in which the Chair is absent or unable to serve until a special election can be held
- b. Performs duties as directed by the Chair

3. **BOARD RECORDER:**

- a. Records the proceedings of all Board meetings; makes minutes and documents available by posting on the WYLD webpage
- b. Maintains a list of current delegates and agencies interested in receiving information
- c. Maintain paper records
- d. Performs duties as directed by the Chair

4. **BOARD MEMBERS:**

- a. Attend and participate in all Board meetings, and serve on committees as appointed
- b. Inform constituents of issues
- c. Solicit viewpoints from constituents
- d. Initiate appropriate action on behalf of constituents

5. **BOARD MEMBER-AT-LARGE:**

- a. Represents the WYLDCat Members as a whole as well as all of its constituencies

D. TERMS OF OFFICE: Elected officers shall assume their duties following the Annual Meeting and shall serve for a term of two years. No officers shall be eligible for election to more than two consecutive terms.

E. EXPENSES: Each Board member's expenses shall be borne by the board member or his or her agency.

F. PUBLIC MEETINGS: Meetings are open to the public. The public may attend meetings

in a single place, at a scheduled video conference site, or through a conference call location. The Chair may invite/recognize guests to address specific agenda items.

G. QUORUM AND PROXY VOTES: A quorum will consist of a simple majority of the voting representatives and officers. Potential absentees need to notify the Chair that a proxy will be present.

H. PARLIAMENTARY AUTHORITY: The most recent edition of Robert's Rules of Order shall serve as the parliamentary authority for the Board.

III. REGIONAL COUNCIL:

A. COUNCIL MEMBERSHIP AND REPRESENTATION: The Council consists of the representative elected from each of the six designated regions, the Vice-President/President-Elect, and the non-voting ex officio representative(s) from the state library. A Regional representative does not need to be a delegate.

The regions are:

Region 1: Fremont, Sublette, Teton;

Region 2: Big Horn, Hot Springs, Park, Washakie;

Region 3: Campbell, Crook, Johnson, Sheridan, Weston;

Region 4: Converse, Natrona, Niobrara;

Region 5: Albany, Goshen, Laramie, Platte;

Region 6: Carbon, Lincoln, Sweetwater, Uinta.

1. One regional representative is elected to serve from each of the designated regions for a two year term. Terms are staggered so that approximately one half of the council is selected each year in order to promote continuity on the Council and its committees.

B. COUNCIL RESPONSIBILITIES: Council responsibilities include recommending to the Board:

1. Services to add or drop from the WYLD system
2. Management of technical and procedural issues
3. Topics for regional and annual meeting training

C. REGIONAL REPRESENTATIVES' RESPONSIBILITIES:

1. Convene and preside at region's meeting
2. Inform Wyoming State Library of meeting date and agenda
3. Inform constituents of issues
4. Solicit viewpoints from constituents
5. Initiate appropriate action on behalf of constituents
6. Solicit and share network committee reports

D. COUNCIL CHAIR DUTIES:

1. **COUNCIL CHAIR:** The Vice-President/President-Elect is the Chair of the Council.
 - a. Notifies Regional Representatives with a tentative agenda at least two weeks prior to the meeting date, and one week prior to a special meeting of the Council
 - b. Sets agenda and presides at all meetings of the Council
 - c. Appoints committees appropriate to the Council goals and agenda, filling vacancies as they occur
 - d. Conveys Council views, issues and requests for action to Board
 - e. Appoints a Recorder for the Council

E. TERMS OF OFFICE

Regional Council representatives are elected and begin serving for two years, at the close of the first meeting of the Council after the annual meeting of the network. No representative shall be eligible for election to more than two consecutive terms.

In the event of a vacancy, the Vice-President/President-Elect shall call an election by the affected region if a volunteer is not found.

F. EXPENSES: Each Regional Representative member's expenses shall be borne by the regional representative or his or her agency.

G. QUORUM AND PROXY VOTES: A quorum will consist of a simple majority of the Council .

IV. WYOMING LIBRARIES FOUNDATION, INC.: The Wyoming Libraries Foundation Inc. is a separate organization with its own bylaws and 501(c)(3) status. In accordance with its bylaws, the Foundation elects its members at the WYLDCat Members annual meeting.

The WYLDCat Members President also serves on the Foundation.

V. ORGANIZATIONAL CHART: An organizational chart is attached to these bylaws.
[see PDF Chart]

VI. PRECEDENCE: In the event of disagreement between these bylaws and the governance contract, the governance contract takes precedence.