

Northern Waters Library Network Bylaws

Article I: Name and Authority

The shared automation network, known as the Northern Waters Library Network, (hereafter referred to as NWLN), is a service program of Northern Waters Library Service (NWLS). As a program of NWLS, the Network is established, operated, and maintained under the NWLS Board of Trustees.

Article II: Purpose

The Network is established to provide a shared, integrated library automation system to NWLS member libraries, and other area libraries as may participate, for the purposes of:

- facilitating resource sharing among network participants, and
- increasing the efficiency and effectiveness of participant library operations and services, including managing database software, maintaining the system hardware and software, managing of the online public access catalog, and evaluating Northern Waters Library Network services.

The shared automation network shall provide functions to participating libraries including, but not limited to, circulation control, online-public access catalog, MARC cataloging and acquisition.

Article III: Participation

Section 1. Any NWLS member library may become a full participant in the Network by executing an agreement for this purpose with the NWLS Board.

Section 2. Any non-public library within the boundaries of NWLS may become a participant in the Network by executing an agreement for this purpose with the NWLS Board. The Northern Waters Library Network or the NWLS Board reserves the right to refuse the participation of any library not a member of NWLS.

Section 3. Any participant in the Network may elect to terminate participation.

- (a) Participation may be terminated effective Dec 31 of the year, by giving notification in writing of intent to terminate to the Network, prior to July 1 of the same year.
- (b) Any library terminating its participation in the Network shall have no claim to any assets of the Network.
- (c) Any library terminating its participation in the Network shall retain ownership of its local hardware.
- (d) Any library terminating its participation in the Network shall pay NWLS the cost of extracting a copy of the library's records from the database and purging the library's data from the remaining database.

Section 4. NWLS staff shall also be deemed non-voting participants in the Network. See Article IV Section 7 for further details.

Article IV: Meetings and Notices

Section 1. The Network shall hold at least four regularly scheduled meetings per year.

Section 2. Any Network participant may submit items to the Chair for inclusion in meeting agendas.

Section 3. The Network Chair shall distribute agendas and materials for meetings via email at least 7 days prior to the date of the meeting.

Section 4. Network meetings may be conducted by telephone or video conferencing provided synchronous communication is possible among every other member and others in attendance at the meeting. Members may participate in a meeting through such means, and members shall be counted for quorum purposes, and their votes shall be counted when determining actions of the Network.

Section 5. Special meetings will be called by the Chair, upon the request of the majority of participating libraries, and such meetings will be held within one month of the request.

Section 6. The agenda shall be determined by the Chair.

Section 7. A quorum shall be required to conduct business. 51% of all Network membership constitutes a quorum. Neither NWLS staff nor proxies are counted in attendance to determine a quorum.

Section 8. All regular meetings will be conducted according to Robert's Rules of Order.

Article V: Officers and Duties

Section 1. The Officers of the Network shall be the Chair, Vice Chair, Secretary, and Treasurer. Officers (except the Treasurer) shall be elected in alternate years at the last meeting of the year and assume office at the next meeting following the election, serving a two-year term. Officers may serve a maximum of three consecutive terms in the same office. The NWLS Office Manager will hold the office of Treasurer. Vacancies will be filled by election.

Section 2. The Chair shall preside at all Network meetings, enforce the Bylaws and Agreements, establish committees, appoint members to committees, serve as an ex officio member of all committees and authorize calls for special meetings.

Section 3. In the absence of the Chair, the Vice Chair shall perform the duties of the Chair.

Section 4. The Secretary shall record the attendance at all Network meetings and record and submit the minutes to the Chair for distribution.

Section 5. The Treasurer shall assist the Network with maintaining financial records, reporting the audit findings annually, notifying any agency in arrears and regularly reporting on the financial standing of the Northern Waters Library Network.

Article VI: Committees

Section 1. The Officers of the Network shall constitute the Executive Committee. Three of the four officers shall constitute a quorum of Executive Committee meetings. The purpose of this committee is to investigate and make recommendations regarding matters requiring the action of the Network, and to review a preliminary budget prior to the summer meeting. The committee shall meet as necessary.

Section 2. At the fall meeting of alternate years, the Network Chair will appoint at least three members, who must be library directors, to a Nominations and Elections Committee. The election will be held during the last meeting of that year.

The Nominations and Elections Committee shall prepare a slate consisting of at least one nominee for each position to be filled in the officer's election. The Committee shall accept nominations from all voting members and must present all nominations on the slate. The slate, containing brief biographical information about each candidate, shall be provided to each individual member of the Network at least two weeks before the last meeting of that year.

Voting will be conducted in a manner agreed to at the fall meeting. In case of a tie vote, the Nominations and Elections Committee will determine the tie-breaking procedure.

Section 3. Ad hoc committees will be formed as projects arise. All ad hoc committees will provide informational reports to the Network. Actions or recommendations that impact policy or financial matters shall be presented to the Network for discussion and approval.

Article VII: Voting

Section 1. The Network shall adopt its recommendations by vote. All actions will be decided by simple majority vote, (51%) of those members present, either physically or electronically. Each Network member has one vote. In case of a tie vote, since a tie is not a majority, the motion for adoption is lost. If for any action, the vote result is inconclusive, a roll call vote will be taken.

Section 2. Whenever the staff member of any member library is unavailable to attend the Network Meeting, a proxy may be appointed to vote in their place. A proxy may be a staff or Board member of the library requiring the proxy, or may be another Network member, including NWLS staff. Proxies shall identify themselves as such before voting takes place. Failure to appoint a proxy will not invalidate any action of the Network. A proxy is also considered present for the purposes of recording a roll call vote. Proxies cannot vote in the officers' election.

Section 3. All NWLS staff are ex-officio non-voting members of the Network.

Section 4. Voting privileges will be suspended if annual Network fees are not paid by March 31.

Article VIII: Policies and Procedures

Section 1. The Network shall adopt all policies and standards for the efficient and effective operation of the automation system. Each member is responsible for complying with these policies and standards.

Section 2. The Network will enforce compliance with policies. Any member that knowingly and repeatedly fails to comply will be contacted about their noncompliance issues by the Chair. A pattern of non-compliance will be investigated by the Executive Committee, and the Executive Committee will recommend any action to the Network.

1st notice and warning of potential penalty will be made in writing by the Network Chair to the director of the library in violation. The non-complying library will have thirty (30) days to comply, unless another term is agreed upon between the non-complying library and the Executive Committee.

If the terms of the 1st notice and warning have not been met, 2nd notice and warning of potential penalty will be made in writing by the Network Chair to the director and Board of the library in violation. The non-complying library will have thirty (30) days to comply, unless another term is agreed upon between the non-complying library and the Executive Committee.

If the non-complying library disregards the 1st and 2nd notices and warnings, the Network Chair will present compliance findings to the Network for final action. Final action may be in the form of sanctions that include, but are not limited to, the billing of the library for substantial costs incurred due to member failure to comply with policies and standards or finding of cause for termination of NWLN membership.

Section 3. NWLS may recommend Network procedures to implement policies and standards for the efficient and effective operation of the automated system. Members are expected to follow such procedures. Annual compliance documents may be required and signed by the Library Director and Library Board Chair.

Article IX: Dissolution of Northern Waters Library Network

Section 1. There may come a time when an event forces the Northern Waters Library Network shared automation network to dissolve. For example, membership drops below a point where the sustainability of the Network is at risk, or the Network wishes to merge with another ILS system creating something new and beyond the scope of Northern Waters Library Network.

Section 2. When dissolution is inevitable, the Northern Waters Library Network will follow these steps for the process:

- a. The dissolution of Northern Waters Library Network will require the approval of the NWLS Board and a 2/3 majority vote of the total Northern Waters Library Network representatives.
- b. A minimum of one (1) year notice must be given to all member libraries that Northern Waters Library Network will be dissolved. Notice must be in writing by the NWLS Board to the Board of each member library. Failure to provide proper notice will postpone the dissolution of Northern Waters Library Network by one year.
- c. Dissolution of Northern Waters Library Network shall be carried out on a schedule mutually agreed upon by the NWLS Board and the Network, such that dissolution is complete by the date of dissolution specified in the notice referenced above. The NWLS Director and Northern Waters Library Network System Administrator shall be expected to make recommendations as to this schedule.
- d. In the event of dissolution, each member of Northern Waters Library Network shall pay NWLS for (1) the cost of extraction of a copy of its records from the database, and (2) a proportionate share of the cost of closing down the database itself.
- e. All members shall be liable for their annual membership fees for the remaining time of Northern Waters Library Network's existence.
- f. At the time of dissolution, member libraries shall retain a monetary interest in Northern Waters Library Network Capital fund assets. Outstanding debt owed by Northern Waters Library Network will be paid from the Capital fund. Remaining assets will be distributed between the members based on the percentage of the annual total budget paid by each library during the last complete fiscal year of operation.

Article X: Amendments

Proposed amendments are to be made available 7 (seven) days prior to the meeting for discussion and any potential action. Amendments may be approved by a majority vote of the Network and adoption by the NWLS Board.

Adopted: 12/14/00

Revised: 7/20/06, 7/16/06, 10/15/09, 11/14/09, 8/24/10, 9/18/10, 11/15/12, 1/19/13, 8/20/15,
3/21/24