

OPERATING PROCEDURES OF TRAILS

1 NAME AND PURPOSE

1.1 Name

The name of this consortium shall be TRAILS, Treasure State Academic Information & Library Services.

1.2 Purpose

TRAILS is organized exclusively for educational purposes:

- a) To increase, enhance, and facilitate cooperation among all Montana academic libraries through consortial purchasing of resources, expanding access to resources, and encouraging partnerships between and among member libraries;
- b) To support students, faculty, and staff of Montana institutions of higher education by providing access to high-quality information resources and services that facilitate teaching, learning, and research; and
- c) For such other purposes as are approved by the General Council.

2 MEMBERSHIP

2.1 Eligibility

Membership shall be open to non-profit libraries that are part of Montana academic institutions: public, private, tribal, four- and two-year colleges and universities. Membership is granted after completion and receipt of the TRAILS Memorandum of Understanding and membership dues.

The basic unit of membership is the library. Representatives for each member shall be the director or equivalent¹ and shall be referred to collectively herein as the General Council or Council.

2.2 Dues and Membership Year

Annual membership dues shall be established by the General Council and reflected in the annual budget of the consortium. Dues shall be billed to each member at the beginning of each membership year, and are payable during the first quarter of the membership year.

The membership year shall begin on the first day of July and end on the last day of June in each year.

¹ A library's director is defined as the person who is operationally responsible for the staff, services, and budget of the library. Titles of eligible individuals include but are not limited to Director, Dean, Chair, or Head Librarian.

2.3 Voting and Member Powers

- Each member shall be entitled to one vote;
- Each member's director or appointed proxy shall serve as its official representative on the General Council;
- Each member shall be eligible to vote for election of officers, operating procedure amendments, and dissolution or merger;
- Action is taken by a simple majority vote of those eligible to vote;
- Any member has the right to present issues and propose agenda items to the General Council; and
- Each member will have the option to participate in all consortium opportunities.

2.4 Withdrawal or Termination

- a) A member may withdraw from membership by delivering a written notification of withdrawal with the General Council Chair by December 31. Withdrawal shall not relieve a member of unpaid dues, or other financial obligations incurred during its entire membership period. Withdrawal is effective 60 days following the notification of withdrawal. Members shall have the right to reinstate membership following the consortium's membership procedures outlined in 2.1 and 2.2.
- b) If the General Council receives notice of a member breach of its duties as set forth in the Memorandum of Understanding or these Operating Procedures, the General Council will meet, either in person or virtually; the Chair will electronically notify the member that failure to resolve the breach may result in termination of membership. If the notified member has not resolved the breach within 90 days after notice of the breach has been given by the General Council, membership in the consortium may be terminated, by vote of members present at a duly constituted General Council meeting, the agenda for which specifies the termination, at which a quorum is present, provided that the member shall have received not less than 15 days' prior written notice of the proposed expulsion, suspension, or termination and the reasons therefore and shall have had an opportunity to be heard, orally or in writing, by the Council. Termination of membership is effective sixty days following the notification of intent to terminate. The terminated member is and will continue to be responsible for any financial obligation incurred during its entire membership period.

3 GOVERNANCE

3.1 General Council

The General Council shall be made up of one representative for each member. Ex officio representatives shall include the TRAILS Coordinator and a representative selected by the Montana State Librarian. Neither of these ex officio members will have voting privileges.

3.1.1 Powers and Duties

The General Council is responsible for overall policy and direction of the consortium, and:

- Approval of the consortium's Memorandum of Understanding, and any revisions thereto;
- Approval of all major new initiatives to be undertaken by the consortium;
- Approval of all formal partnerships between the consortium and third parties;
- Approval of the annual budget for the consortium; and
- Such other matters that are required by the operating procedures or applicable law to be approved by the General Council.

3.1.2 Quorum and Voting

Half plus one of representatives shall constitute a quorum at each meeting called to conduct business. If a quorum is present when a vote is taken, the affirmative vote of a majority of the votes represented and voting when the action is taken is the act of the members except to the extent that the articles of incorporation, these Operating Procedures, or applicable law require the vote of a greater number of members.

3.2 Officers

3.2.1 Titles and Eligibility

The officers of this consortium shall be a Chair and a Secretary. To be eligible to be an officer, an individual must be a member director.

3.2.2 Election and Term of Office

- Members shall be responsible for nominating prospective officers.
- Elections shall be held biennially during the first meeting of the membership year.
- Officers shall serve a two-year term and will be eligible to serve up to two consecutive terms for a total of four years.

3.2.3 Chair

The Chair shall be the chief officer of the consortium and shall act as the Chair of the General Council. The Chair shall convene all meetings, preside at each meeting, and provide recommendations for committees and members of committees.

3.2.4 Secretary

The Secretary shall record, distribute, and maintain minutes of meetings, maintain the non-financial files of the consortium; maintain current and accurate membership lists; perform all duties incident to the office of secretary, and such other duties as from time to time may be assigned by the Chair, or by the General Council.

The Secretary shall perform the duties of the Chair in his/her absence and when requested.

3.2.5 Coordinator

A Coordinator may be employed by the General Council and shall have direction of and supervision over the negotiation and dissemination of consortial purchases/offers with third-party vendors, and other duties as designated by the Council.

The Coordinator is also responsible for seeking external funding opportunities, for developing his/her knowledge of other consortia, and for acting as a liaison to TRAILS members and communicating their concerns and proposals to the General Council. The Coordinator will represent TRAILS on the Montana State Library's Network Advisory Committee (NAC).

The Coordinator shall provide basic budgetary, statistical, and marketing support.

3.2.6 Removal

Officers may be removed at any time, with or without cause, by two-thirds vote of members present at a duly constituted General Council meeting, the agenda for which specifies the removal, at which a quorum is present, provided that the officer shall have received not less than 15 days' prior written notice of the proposed removal and the reasons therefore and shall have had an opportunity to be heard, orally or in writing, by the Council.

3.3 Meetings

- The General Council shall meet two times during each membership year (July 1 – June 30) to conduct the business of the consortium, at a time and place designated by the Chair. Notice of meetings shall be given to each member not less than 30 days prior to the meeting.
- Half plus one of representatives shall constitute a quorum at each meeting called to conduct business.
- Representatives participating by telecommunications (telephone, web) shall be counted in the establishment of a quorum, and shall have voting privileges. Member library employees may participate in activities of the General Council as it sees fit.
- Special meetings may be called by the Chair, or if one-third of the members submit to the Chair one or more written demands of the meeting describing the purpose or purposes for which it is to be held. Only matters within the purpose or purposes described in the meeting notice may be conducted at a special meeting of the General Council.

4 COMMITTEES

The General Council will establish such committees and task forces that it deems necessary and desirable. Such committees and task forces will provide advice and recommendations related to policy, management, fiscal, and on other matters that require the Council's attention. Upon establishment of any committee, the General Council shall identify the scope of the committee's authority, duties, the number of members, and appoint the committee's membership.

4.1 Composition and Term of Service

- Any member employee shall be eligible to serve on any committee contingent upon director approval.
- Committees shall have no less than 5 and no more than 9 voting members and every attempt shall be made to ensure equitable representation of the member libraries.
- Three nomination solicitations shall be sent by the General Council Chair for committee membership.
- Members shall forward their library's nominations to the Chair.
- The Chair shall select and confirm the chair/co-chairs of committees from nominations. The General Council shall retain the right to override the Chair's appointment by a vote.
- Committee members shall serve two-year terms and may serve 3 terms in whatever capacity.

4.2 Duties

Committee Chair/Co-Chairs shall:

- Select committee members from pool of nominations;
- Schedule meetings and prepare the agenda for all meetings; preside at all meetings; prepare annual committee report; create, update, and publish committee membership on designated TRAILS platform; perform other duties consistent with the efficient management of the committee;
- Provide a list of potential successor(s) to the TRAILS Coordinator and the General Council in the final quarter year of tenure. The potential successors need not be an actual member of the committee.

All members shall:

- Regularly attend meetings; members who miss more than one of the planned meetings will be excused from the committee.
- When a decision requires a vote, each member shall have one vote.

5 DISSOLUTION

Any assets remaining following the payment of debts and the satisfaction of liabilities shall be disbursed to the dues-paying members of the consortium at the date of dissolution.

6 INUREMENT OF INCOME

No part of the net earnings of TRAILS shall inure to the benefit of, or be distributable to its members, representatives, officers, or other private persons except that the consortium shall be authorized and empowered to pay reasonable compensation for services rendered.

7 CONFLICT OF INTEREST

To protect the integrity of the consortium's decision-making processes, representatives will disclose to the General Council any interest they have in a transaction or decision of the Council that may result in a financial benefit or gain to them and/or their business, family members and/or significant other, employer, and/or close associates, and other nonprofit consortiums with which they are affiliated. The representative will not be present for or participate in any General Council discussion of or vote on the transaction or decision.

8 AMENDMENTS

These Operating Procedures may be amended or rescinded by two-thirds of representatives casting an affirmative vote on any properly proposed and considered amendment.

- Amendments may be proposed in writing by any member.
- Any proposed amendment must appear on the agenda and be discussed at a General Council meeting, and will be distributed to all members for their consideration, accompanied by a Council rationale and recommendation.
- A ballot containing the proposed amendment, including a summary of discussion by the General Council, shall be provided to each member. The time of beginning and closing of the ballot and the reporting of the results shall be fixed by the General Council.