Draft--MOBIUS Bylaws--Draft 7/23/1998

I. Name and Purpose

The name of this consortium is MOBIUS. Its purpose is to provide students, faculty, and staff of Missouri's academic institutions with the broadest array possible of information resources in as easy, timely, and seamless manner regardless of the geographic location of patrons or resources.

II. Membership

A. MOBIUS is a consortium of accredited Missouri institutions of higher education and the Missouri State Library. The Missouri Coordinating Board of Higher Education and the Missouri Research and Education Network (MOREnet) are ex officio non-voting members of the consortium. A Missouri institution is an institution whose principle administrative headquarters is in Missouri. Members of MOBIUS must be a North Central Association accredited (or advanced to candidacy status) Missouri institution of higher education. Members may be either public or not-for-profit independent institutions. An institution with more than one campus is considered a single member if all campuses are accredited by the North Central Association as part of a single institution. A member must have a library, a collection, a librarian, and an acquisitions budget and must agree to participate in resource sharing, including online direct patron borrowing.

B. The Chief Executive Officer of member institutions must sign the Memorandum of Understanding and adhere to its principles.

C. To be a member in good standing, the institution must comply with all components of the Memorandum of Understanding, the Bylaws, Policies, and Standards of MOBIUS. Each member shall meet its financial obligations to the consortium as a condition of continued membership. MOBIUS charges must be paid within 120 days of invoicing.

D. If a member materially breaches its duties and obligations, the Council, upon recommendation by the Executive Committee, may terminate the institution's membership.

III. Governing Structure

A. All meetings will be conducted in accordance with the latest edition of Robert's Rules of Order (Newly Revised).

B. The Bylaws are based on the Memorandum of Understanding and are intended to clarify and illustrate certain details in the Memorandum. In no event may Bylaws be created which violate, supersede, or compromise terms of the Memorandum of Understanding.

C. MOBIUS Council

1. A member representative to the Council is determined by the chief executive officer of each member institution. A member institution representative may be changed by the chief executive officer of the institution and confirmed in writing to the Chair of MOBIUS. Each member institution has one vote on the MOBIUS Council. The Council Representative may designate a proxy by written or electronic communication to the Chair prior to Council meetings.

2. Officers: The MOBIUS Council has the following officers who also serve
as officers of the Executive Committee: Chair, Chair-elect, Past-chair, Secretary and Treasurer. The Chair-elect will succeed to the office of

Chair. The Chair will succeed to the office of Past-chair.

3. Quorum: A quorum to conduct business is a simple majority of Council members.

4. Meetings: Council meets at least once a year and at other times on the call of the Chair or by petition of ten or more members. The time and location of meetings are determined by the Executive Committee.

5. Agendas: Agendas are determined by the Executive Committee. The Chair is responsible for preparing the agenda and disseminating it to Council ten days prior to meetings. Council members may submit agenda items in writing or electronically. Agenda items may be added from the floor at the beginning of Council meetings.

D. Executive Committee

1. Membership: The officers of Council serve as officers of the Executive Committee. Four at-large members are elected by Council with two of the at-large members representing independent institutions, one member representing four year public institutions, and one member representing two year public institutions. No proxies are allowed at Executive Committee meetings.

2. Meetings: The Executive Committee will meet at least four times per year on the call of the Chair and at other times as needed on the call of the Chair or by a simple majority vote of the Executive Committee.

3. A quorum consists of a simple majority of the Executive Committee and must include the attendance of either the Chair, Chair-elect, or Past-chair.

4. Officers and Duties: Officers of the Executive Committee include Chair, Chair-elect, Past-chair, Secretary and Treasurer.

E. Executive Committee Responsibilities

1. Chair: The Chair presides over Council and Executive Committee meetings. The Chair appoints members to Advisory Groups and Task Forces. The Chair communicates on a regular basis with the Executive Director. The Chair keeps the Chair-elect informed of all consortium business. At the end of the one year term as Chair, the Chair becomes Past-chair.

2. Past-chair: The Past-chair serves the Executive Committee and Council in an advisory capacity. The Past-chair serves as Chair of the Nominating Committee.

The Past-chair serves as Parliamentarian. The Past-chair assumes the authority and responsibilities of the Chair in the Chair and Chair-elect's absence.

3. Chair-elect: The Chair-elect becomes Chair at the end of one year of service as Chair-elect. The Chair-elect assumes the authority and responsibilities of the Chair in the Chair's absence or unavailability. The Chair-elect communicates with the Chair concerning consortium business.

4. Secretary: The Secretary is responsible for maintaining and disseminating minutes of Council and Executive Committee meetings; for

maintaining archival records during her/his term of office; and for turning over archival records to the Host Institution at the end of her/his term of office. The Secretary is responsible for posting announcements of all meetings held by Council and the Executive Committee according to Missouri's Open Meetings Law. The Secretary provides the Executive Director a copy of all minutes in electronic format for posting on the MOBIUS web page.

5. Treasurer: The Treasurer is responsible for oversight of MOBIUS funds. The Treasurer provides financial reports to the MOBIUS Council and Executive Committee.

6. At-large Members: At-large members represent member libraries by type as elected.

7. Officers of MOBIUS make annual reports to Council.

8. Duties of the Executive Committee are stated in Section 3.0 of the Memorandum of Understanding.

F. Removal of Officers: An agenda item for a no confidence vote must be provided in writing or electronically to the Chair in time for it to be placed on Council agenda. The Chair must place no confidence items on the agenda. A two-thirds vote of no confidence by Council can result in either the dissolution of the Executive Committee or the removal of a specified Executive Committee member. Should the Executive Committee be dissolved, a Nominating Committee elected by Council presents a new candidate or slate of candidates.

G. Vacancies: Appointments to fill vacancies on the Executive Committee are made by the Chair with approval of Executive Committee until the next election for that office.

H. Election of officers and at-large members

1. Terms of office vary according to the office held. The Chair-elect, Chair, and Past-chair each serve a one year term; this is a three year commitment. The Secretary and Treasurer each serve a two year term with the two officers serving staggered terms. At-large members serve two year terms.

2. The nominating process for Council/Executive Committee members is as follows: The Past-chair serves as Chair of the Nominating Committee and appoints two Council members to serve on the Nominating Committee. Nominees for officers and at-large members, with professional background information of nominees, is provided to Council members thirty days prior to the annual meeting. Provision is provided for the election of write-in candidates. At-large members and officers are elected by a simple majority of Council members.

I. Executive Director

1. The Executive Committee selects and appoints the Executive Director to administer MOBIUS.

2. MOBIUS staff report to and are responsible to the Executive Director.

3. The Executive Committee or representative thereof and in conjunction

with the host institution conducts an annual performance evaluation of the Executive Director and uses the evaluation as the basis for setting performance goals and objectives, salary decisions, dismissal, and related terms of employment

4. Duties of the Executive Director and staff are defined in the Memorandum of Understanding.

J. Advisory Groups

1. The Executive Committee establishes Advisory Groups as needed.

2. Membership

a. Members of Advisory Groups need not be members of Council but must be drawn from member institutions.

b. Members are appointed by the Executive Committee. A MOBIUS staff member serves ex-officio on each Advisory Group.

c. Advisory Groups petition the Executive Committee for appointment of advisors/consultants as needed.

d. Members of Advisory Groups serve a two year term, with initially one- half of the members serving three year terms and one-half serving two year terms.

e. Each Advisory Group elects a Chair to serve a one year term. The Chair is eligible for re-election. The Chair calls meetings, sets agendas, conducts meetings, keeps chair notes, acts as liaison with Council, and records and tracks assignments of the Advisory Group. Policy proposals developed by Advisory Groups are submitted to the Executive Committee, and if approved by a simple majority vote, are then sent to Council for approval by simple majority vote. Standards developed by Advisory Groups are approved by the Executive Committee by simple majority vote.

f. Advisory Groups establish sub-committees as needed for specific assignments.

K. Task Forces

1. Task Forces are created to accomplish specific tasks as charged by the Executive Committee and are dismissed upon completion of the task. Members need not be members of Council.

2. Members are appointed by the Executive Committee. A MOBIUS staff member serves ex-officio on each Task Force.

3. Task Forces petition the Executive Committee for appointment of outside advisors to the Task Force.

4. Each Task Force elects a Chair who calls meetings, sets agendas, conducts meetings, keeps chair notes, acts as liaison with Council and records and tracks task assignments. Policy proposals developed by Task

Forces are submitted to the Executive Committee, and if approved by a simple majority vote, are then sent to Council for approval by simple majority vote. Standards developed by Task Forces are submitted to the Executive Committee for approval by simple majority vote.

5. Task Forces establish sub-committees as needed.

IV. Voting

A. Voting may be conducted in writing, electronically, by voice or by show of hands.

B. For a vote to be valid at least one-half of the members must vote, and of that vote a simple majority is needed for approval.