MOBIUS Bylaws

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 an 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 for 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 each member institution must sign the Memorandum of Understanding and the institution must 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, and Policies of MOBIUS. Each member shall meet its financial obligations to the consortium as a condition of continued membership. MOBIUS charges are due upon 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.

E. A category of special membership may be developed by the Executive Committee on approval of the MOBIUS Council and the unanimous approval by the signatories to the Memorandum of Understanding.

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 of 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 and confirmed in writing or electronically to the Chair of the MOBIUS Council. The MOBIUS Council representative from the Missouri Coordinating Board for Higher Education and MOREnet are also ex-officio, non-voting members of the MOBIUS Council. 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: Council meeting agendas are determined by the Executive Committee. The Chair is responsible for preparing the Council agenda and disseminating it to Council. Council members may submit agenda items in writing or electronically. Agenda items may be added from the floor at the beginning of Council meetings.
6.
7. Council Responsibilities: The MOBIUS Council responsibilities include, but are not limited to: approval and amendment of MOBIUS Bylaws and the Memorandum of Understanding; receipt and approval of long range plans prepared at the direction of the Executive Committee; approval of membership dues and fees; and election of members of the Executive Committee.

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. The MOBIUS Council representative from the Missouri Coordinating Board for Higher Education and MOREnet are ex-officio, non-voting members of the MOBIUS Executive Committee. Only elected Executive Committee members may participate in formal action of the Executive Committee.
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: Officers of the Executive Committee include Chair, Chair-elect, Past-chair, Secretary, and Treasurer.

E. Executive Committee Responsibilities

1. Executive Committee Duties: The Executive Committee is responsible for

the operational oversight of the MOBIUS programs. These responsibilities include, but are not limited to: approve policies, standards, and procedures for the operation of MOBIUS; review and approve the annual MOBIUS budget; approve the selection and employment of one or more host institutions and secure services and facilities from the host institution; and establish advisory groups and task forces.

2. **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 and Past-chair informed of all consortium business. At the end of the one-year term as Chair, the Chair becomes Past-chair.
3. **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 absence of both the Chair and Chair-elect.
4. **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 and Past-chair concerning consortium business.
5. **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 MOBIUS staff 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 MOBIUS staff a copy of all minutes in electronic format for posting on the MOBIUS web page.
6. **Treasurer**: The Treasurer is responsible for oversight of MOBIUS funds. The Treasurer provides financial reports to the MOBIUS Council and Executive Committee.
7. **At-large Members**: At-large members represent member institutions by type as elected.
8. Officers of MOBIUS make annual reports to Council.

A. Removal of Officers: A two-thirds vote of no confidence by Council will result in either the dissolution of the Executive Committee or the removal of a specified Executive Committee member. A request for a special meeting to consider a no confidence vote must be submitted to the Chair by petition signed by ten or more Council members. The special meeting must be called by the Chair within thirty days. Should the Executive Committee be dissolved, a Nominating Committee elected by Council presents a slate of candidates.
B. 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.
C. 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; the Chair-elect office 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. Nominations for officers and at-large members, with professional background information of nominees, are provided to Council members thirty days prior to the annual meeting. Provision is made 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 or representative thereof, in conjunction with the host institution, selects and appoints the Executive Director to administer MOBIUS. The Executive Director serves as staff to the MOBIUS Executive Committee.
2. MOBIUS staff report to and are responsible to the Executive Director.
3. The Executive Committee or representative thereof, 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. Executive Director Duties: Duties of the Executive Director and staff include, but are not limited to: coordination of procurement, installation, maintenance and future enhancements of, and training for, system hardware and software in connection with the Common Library Platform; facilitation of the electronic and physical document delivery services for the consortium; administration of license agreements, host institution agreements, and other types of agreements designated by the MOBIUS Executive Committee; maintenance of the appropriate relations with the Missouri State Library, the Missouri Coordinating Board of Higher Education, MOREnet, and other agencies and consortia; undertaking various projects as directed by the Executive Committee; and the development and administration of an annual budget and work plan for the review and approval of the Executive Committee.

J. Advisory Groups

1. Advisory Groups are standing committees for the purpose of establishing and maintaining policies, procedures and standards for the consortium. 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. This includes

system wide support services personnel of member institutions.

b. Members are appointed by the Executive Committee. MOBIUS staff may serve as ex-officio members on Advisory Groups.
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 Executive Committee, and records and tracks assignments of the Advisory Group. Policy and procedure proposals developed by Advisory Groups are submitted to the Executive Committee.
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 but must be drawn from member institutions. This includes system wide support services personnel of member institutions.
2. Members are appointed by the Executive Committee. MOBIUS staff members may serve as ex-officio members on Task Forces.
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 Executive Committee and records and tracks task assignments. Policy and procedure proposals developed by Task Forces are submitted to the Executive Committee.
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.

V. Host Institution

A. The agreement(s) among host institution(s), MOBIUS, and the Missouri Coordinating Board for Higher Education is (are) reviewed annually by the Executive Committee, Executive Director, and appropriate representative(s) of host institution(s).
B. Host institution(s) Duties: Duties of host institution(s) include but are not limited to: operation of a data center including facilities and technical staffing; provision of user

support services for training; and resolution of hardware and software operation issues. Host institution(s) may also serve as the legal, fiscal, purchasing, payroll and staff benefits agent(s) for MOBIUS.

VI. Amending Bylaws and Memorandum of Understanding

A. The Bylaws may be amended at any meeting of Council by a two-thirds majority of votes cast. Written or electronic notice to Council of proposed amendments is required fifteen days prior to Council meetings. Council members may propose amendments to the Bylaws by submission of the proposed amendment to the Executive Committee.

B.

C. The Memorandum of Understanding may be amended as follows: Proposals to amend must be approved by a two-thirds vote of Council. Written or electronic notice to Council of proposed amendments is required fifteen days prior to Council meetings. Council members may propose amendments to the Memorandum by submission of the proposed amendment to the Executive Committee. To be effective, the proposed amendment must be signed by the chief executive officer of each member institution.

Definition of Terms

Online Direct Patron Borrowing: A shared system wherein authorized patrons at different institutional locations can personally order online materials held at other MOBIUS institutions.

Authorized Patrons: Student, faculty or staff of a higher education institution and other patrons as defined by MOBIUS policies.

Physical Delivery of Services: The movement of a physical item from one MOBIUS member library to another.

Electronic Delivery of Services: Sending and receiving materials in digital format.