



Bylaws of the Wisconsin Valley Library Service V-Cat Shared Automation Network

Article 1: Name and Authority

The shared automation system, known as V-Cat, is a service of the Wisconsin Valley Library Service (WVLS). As a service of WVLS, V-Cat is established, operated, and maintained under the legal authority of the Wisconsin Valley Library Service Board of Trustees according to Wisconsin Statutes Chapter 43.15.

Article 2: Purpose

V-Cat is established to provide a shared, integrated library automation system to WVLS member public libraries, and such other area libraries as may participate, for the purposes of:

- facilitating resource sharing among system participants and
- increasing the efficiency and effectiveness of participant library operations and services. The shared automation system shall provide functions to participating libraries including, but not limited to:
 - circulation control
 - online public access catalog
 - MARC cataloging

Article 3: Participation

1. Any legally organized library may become a full participant in V-Cat by executing an agreement for this purpose with the WVLS Board. The V-Cat Council may recommend the participation of any library and the WVLS Board of Trustees then makes the final decision.
2. Participants in the shared automation system:
 - a. Shall abide by the standards set by the V-Cat Council.
 - b. Shall abide by the participation agreement.
 - c. Shall designate one primary contact person (a V-Cat Council member) to serve on the V-Cat Council.
 - d. May work with the WVLS staff to resolve issues under consideration by the WVLS Board of Trustees.
3. Comply with Wisconsin law regarding the privacy of library records.
4. After any V-Cat member has been a participant in V-Cat for 5 years, it may elect to terminate participation.
 - a. Participation may be terminated effective December 31 of any year, by giving notification, in writing, of intent to terminate prior to June 1 of the same year.
 - b. Any library that has terminated its V-Cat participation shall have no claim to any of the central-site assets.
 - c. Any library that has terminated its V-Cat participation shall retain ownership of its local hardware.

- d. Any library that has terminated its V-Cat participation shall pay WVLS the cost of purging all of the library's holdings data from the V-Cat database and extracting a copy of the library's records from the database, should it desire an extraction.

Article 4: Structure

- The WVLS staff shall administer V-Cat and all associated standards and procedures enacted by the WVLS Board of Trustees and V-Cat Council respectively.
- The WVLS Board shall establish the framework within which V-Cat shall support the continued development of V-Cat and to encourage area libraries to join V-Cat. The V-Cat Council shall establish standards and operational procedures for V-Cat.
- The WVLS V-Cat Steering Committee creates the V-Cat Budget and the V-Cat Council approves this as a recommendation for approval by the WVLS Board of Trustees.

Officers:

- a. Chair
 - i. The Chair appoints members to committees.
 - ii. The Chair presides over V-Cat Council meetings.
 - iii. The Chair communicates on a regular basis with WVLS staff and assists with formulating agendas.
 - iv. The Chair shall communicate with the Chair-elect and Past-Chair on a regular basis regarding V-Cat business.
 - v. At the end of the one-year term as Chair, the Chair becomes Past-chair.
- b. Vice-Chair/Chair-elect
 - i. The Vice-Chair/Chair-Elect shall be elected at the first meeting of each calendar year.
 - ii. The Chair-Elect assumes the authority and responsibilities of the Chair in the Chair's absence or unavailability.
 - iii. The Chair-Elect automatically becomes the Chair in the following year.
- c. Past-Chair
 - i. The Past-Chair serves as Chair of the Nominating Committee.
 - ii. The Past-Chair serves as Parliamentarian.
 - iii. The Past-Chair assumes the authority and responsibilities of the Chair in the absence of both the Chair and Chair-elect.

Elections:

- a) Elections for officers shall be held annually at the first meeting of the year
- b) The Chair shall appoint a nominating committee, which shall present the nominees.
- c) Vacancies shall be filled by special election at the earliest convenience of the V-Cat Council.

Meetings:

All meetings shall be conducted in accordance with Robert's Rules of Order, latest edition,

and shall be open to the public in compliance with the “Wisconsin Open Meetings Law.”

- a. The V-Cat Council shall hold at least four regularly scheduled meetings per year.
- b. Additional meetings will be called upon the request of the majority of participating libraries, and such meetings will be held within two weeks of the request. In the event of an emergency, the V-Cat Council Chair or the WVLS V-Cat Administrator may poll the members to set a date for an emergency meeting to determine specific action.
- c. WVLS staff shall provide administrative functions for Council meetings.
- d. Any V-Cat representative may submit items for inclusion on meeting agendas.
- e. To determine a quorum, the Chair will verify the number of V-Cat representatives present at the beginning of each meeting.
- f. 51% of the V-Cat representatives shall constitute a quorum.
- g. The V-Cat Council shall attempt to arrive at decisions by unanimous consent via voice vote. When unanimous consent cannot be reached, decisions will be made via a formal vote.
 - i. For adoption of the order of agenda, adoption of the minutes of previous meetings, and adjournment, when unanimous consent cannot be reached, a simple majority of voting representatives will carry the vote.
 - ii. For all other actions, when unanimous consent cannot be reached, a two-thirds majority vote based on weighted representation AND a two-thirds majority of the representatives will carry the vote. Majorities for both votes will be determined based on all voting representatives, present or via proxy. Abstentions will not be counted as a vote for or against a motion.
- h. If a Council member is unable to attend a V-Cat Council meeting:
 - i. The Director of that member library may assign Council attendance (with or without proxy privilege) for that meeting to another member of that library's staff or
 - ii. A Council member may designate a proxy (any other Council member) who has been formally designated to represent a V-Cat member library.
 - iii. Proxy designations must be made for each separate Council meeting, i.e., a Council member may not designate a proxy for ‘whenever he/she is not present’.
 - iv. In order to be recognized as ‘legal’ votes, proxy designations or director assignments must be presented (either by the person naming a proxy or by the proxy him/herself) to either the V-Cat Council Chair or the V-Cat Administrator prior to the beginning of any meeting. Designations may be made in any manner, i.e., phone, email, fax, face-to-face, etc.
 - v. A proxy must be designated prior to the start of the meeting. If the person designated as a proxy is not able to attend the meeting, the library for which he/she holds the proxy will lose its vote for that meeting. In the event that a Council member must leave a meeting before it is adjourned, the member may notify the Chair and/or the V-Cat Administrator of his/her designated proxy prior to departing.
- i. In the event that a Council member misses three consecutive meetings (with or without a designated proxy), the V-Cat Administrator will send written notification of the absences to the Council member’s supervisor (either the library director or the board president) with a copy to the Council member. This notification will be a form letter pre-approved by the Council suggesting that, for the member library to have full

V-Cat representation, it might want to consider appointment of a different staff member to the Council.

- j. The V-Cat Administrator shall present regular reports on the Council's activities to the WVLS Board. The WVLS Board may appoint a liaison to attend V-Cat Council meetings.
- k. The V-Cat Council shall assign weighted representation:
 - i. After the annual V-Cat budget is passed by the WVLS Board of Trustees, and no later than January 1st of each year, weighted representation shall be recalculated and published by WVLS using the most recent applicable data available.
 - ii. Membership Shares Calculation - For each member, a base of one (1) point per one (1) percent of the member's share of the total of the current operating year and two (2) previous years of V-Cat Membership Shares will be allocated to the member inclusive of fractions.
 - iii. Net Lender Calculation – Up to one (1) additional point for values greater than zero (0) of one (1) minus the average of the ratios of circulation of items sent to V-Cat libraries to items received from V-Cat libraries during the three (3) most recent calendar years for which there is adequate data will be allocated to each member inclusive of fractions.
 - iv. Weighted Vote Calculation – For each member, the total of the points from (2) and (3) above inclusive of fractions shall be rounded up for fractions at one half (1/2) of one percent or more and rounded down for lesser fractions to the nearest whole number.
 - v. Members weighted representation may not be less than one (1).
 - vi. The combined total of current weighted representation of all members shall constitute the fixed total of possible weighted votes.

Committee Structure:

Committees shall be created based on recommendations of WVLS staff and /or the V-Cat Council.

1. The V-Cat Chair shall appoint committee members as necessary.
2. Membership on committees shall be not less than three.
3. Terms on committees are for one year, or until such time as new appointments are made.

A. Executive Committee:

The elected officers of V-Cat, plus V-Cat Administrator, WVLS Director, and WVLS Business Manager shall constitute the Executive Committee and will conduct business between regularly scheduled meetings should the need arise.

B. Standing Committees:

1. Bibliographic/Interface Committee
2. Cooperative Circulation Committee
3. Migration Committee
4. PR/Communications Committee

Article 5: Amendments and Revisions

- By-Law changes originate from the WVLS Board or from the membership of the V-Cat Council.
- By-Law changes must be submitted to and approved by the WVLS Board of Trustees before they shall become effective.

Article 6: Dissolution of V-Cat

The dissolution of V-Cat will require the approval of the WVLS Board and a 2/3 majority vote of the total V-Cat Council representatives in attendance or via proxy.

- In the event of dissolution, each member of V-Cat shall pay WVLS for:
 - Cost of extraction of a copy of its records from the database.
 - A proportionate share of the cost of closing down the database itself.
 - All members shall be liable for their annual membership fees for the remaining time of V-Cat's existence.

Article 7: Indemnification

V-Cat members agree that for any circumstances whereby WVLS acts on behalf of the V-Cat Council or V-Cat members as its/their agent, they shall indemnify, hold harmless and defend WVLS, its officers, agents and employees from any and all liability including claims, demands, damages, actions or causes of action together with any and all losses, cost or expense including attorney fees, in connection with or related to the agency, during the terms of the Agreement unless such liability arises out of the sole negligence of WVLS. Said indemnification shall be the joint and several liabilities of V-Cat members at the time of the occurrence or injury, which gives rise to the claims, demands, damages, actions, or causes of action.

Approved:

V-Cat Council; 2/4/2021

WVLS Board of Trustees; 03/20/2021

