

Digital Commonwealth of Massachusetts By-Laws

Section 1: Introduction and General Provisions

The name of this organization shall be the Digital Commonwealth of Massachusetts, herein to be referred to as the Digital Commonwealth.

Section 2: Statement of Purpose

The purpose of the Digital Commonwealth is twofold:

1. Promote the creation of digital library resources by libraries and other cultural organizations in the Commonwealth of Massachusetts
2. Provide public access to these resources

Building accessible collections enables Digital Commonwealth members to make their unique assets available to the widest range of researchers, scholars, students, and the general public.

To achieve these goals, the Digital Commonwealth shall provide

- Web portal access to digital library collections in the Commonwealth of Massachusetts
- A repository for digital collections created by member organizations
- Guidance and instruction on applying appropriate technologies used in the production of digital library resources

Section 3: Membership

Section 3.1 Membership Types

The Digital Commonwealth has two types of members:

Institutional Members
Consortium (Group Sponsoring) Organization Members

Section 3.1.1 Membership Requirements

Institutional and Consortium (Group Sponsoring) Organization Members must meet the following criteria or else be granted eligibility by the Board of Directors:

- Member must be a cultural institution (or a group of cultural institutions)
- Member must be located primarily in Massachusetts
- Member must sign a membership agreement
- Member must pay the current membership fee (see section 3.2)

Section 3.1.2 Member Benefits

Institutional and Consortium Members are eligible for the following:

- To have metadata harvested for inclusion in the central index when member metadata is in a compatible standard format.

- Listing in the online membership directory of the Digital Commonwealth.

- To select a representative eligible to vote in the Council of Members elections.

- To select representatives eligible to run for and hold Board of Directors positions.

- To select representatives eligible to sit on a Digital Commonwealth Committee.

- Support and training provided by the Digital Commonwealth.

Institutions that are members of a Digital Commonwealth Consortium Member are eligible for the following membership benefits:

- To have metadata harvested for inclusion in the central index as part of their Consortium Organization collection.

- Selected support and training provided by the Digital Commonwealth to Consortium Organizations for allocation to its members.

Participation on the Board of Directors or a Digital Commonwealth Committee is available to Institutions that are members of a Digital Commonwealth Consortium Member either through their Consortium as Consortium representatives or by joining the Digital Commonwealth as an Institutional Member.

Section 3.2 Membership Fees

Membership fees are determined by a vote of the Board of Directors. The current fee structure is posted on the Digital Commonwealth Web Portal.

Membership fees do not include costs of contracted services, e.g., image and metadata creation, processing, or storage. Contracted services are performed by a separate agreement between institutions and contractors.

Digital Commonwealth's hosted Repository service is an optional service offered to members and subject to separate agreements.

Section 4: Council of Members

Section 4.1 Composition of Council of Members

There shall be a Council of Members which shall be comprised of one designated representative from each eligible member organization.

Section 4.2 Powers and Rights

The Council of Members, by majority vote except where noted, shall have the right to elect Board of Directors members and officers of the organization as provided in Section 6. The Council shall also have the right to approve and revise the Plan of Service and the Annual Budget for funding approval.

Section 4.3 Meetings

The Council of Members shall hold annual meetings and may elect the time and place for other meetings. Meetings of the Council may be called by a written request of ten percent of the Council, the President of the Board of Directors of the organization, or by a majority of the Board of Directors members then in office, by giving written notice (including electronic notice) of the date, time, place, and purpose of such meeting to the Council of Members at least thirty (30) days in advance of such meeting.

Section 4.4 Quorum and Action at Meetings

Ten (10) percent of the Council of Members shall constitute a quorum for the transaction of business at any meeting of the Council. At any meeting of the members at which a quorum is present, the vote of a majority of those present shall decide any matter, unless a different vote is specified by the guidelines.

Section 4.5 Action without a Meeting

Any action required or permitted to be taken at any Council of Members meeting may be taken without a meeting if a statement of approval of specific action is signed electronically or in writing by a quorum of the members. Such consent, which may be signed in counterparts (i.e., by each member), shall have the same force and effect as a vote of the Council of Members.

Section 5: Board of Directors

The Board of Directors represents the Council of Members on all matters pertaining to Digital Commonwealth. The Board of Directors presents a plan of service to the membership at the annual meeting of the Council of Members. The Board of Directors makes policy, budget, vendor, personnel, and service decisions consistent with the approved Plan of Service and By-Laws.

The Board of Directors is composed of ten (10) voting members, five of whom shall serve as Officers and five as Directors of the Digital Commonwealth (see section 6). Board of Directors members serve two year terms. The President and Vice-President will serve three-year terms. Terms will be staggered, so that no more than five (5) terms will expire in a given year.

As many as five (5) ex-officio advisory/non-voting members may serve on the Board of Directors. Agencies providing contracted services and or financial support to Digital

Commonwealth may be nominated and elected as ex-officio members by the Board of Directors.

As much as possible, effort will be made by the Board of Directors to solicit representation from the different types of member institutions: public, academic, school and special libraries; historical societies, museums, and other cultural institutions. The Board of Directors represents the diverse geography and varying size of participating institutions. Representatives of institutions providing contracted services or financial support to Digital Commonwealth are prohibited from serving as voting members of the Board of Directors.

Section 5.1 Committees

There are five standing committees: Conference Committee; Development Committee ; Nominating Committee; Portal, Repository, Technology and Standards Committee; and Outreach and Training Committee. The Board of Directors may form and dissolve committees and Task Forces as needed. Committees are established to address long-term issues. Any Committee shall consist of at least three people. Task forces may be convened by the Board of Directors to consider specific issues for a designated period of time. Inasmuch as possible, all Committees and Task Force appointments shall reflect the diversity of the institutional participants of the Digital Commonwealth.

Section 5.1.1 Conference Committee

The Conference Committee plans and organizes the annual Digital Commonwealth conference.

Section 5.1.2 Development Committee

The Development Committee raises money for the Digital Commonwealth through sponsorships, grants, and contributions.

Section 5.1.3 Nominating Committee

The Nominating Committee recommends a slate of officers for the Board of Directors and for Committee and Task Force positions not filled by members of the Board of Directors.

Section 5.1.4 Outreach and Training Committee

The Outreach and Training Committee:

- Provides training for cultural heritage organizations wishing to contribute digitized collections.

- Designs, organizes, and provides an educators' workshop to develop educational activities and lesson plans utilizing Digital Commonwealth collections and primary sources.

- Publicizes and promotes the Digital Commonwealth to all of its constituent groups - cultural heritage professionals, educators, students, and Massachusetts citizens.

Section 5.1.5 Portal, Repository, Technology and Standards Committee

The Portal, Repository, Technology and Standards Committee:

Selects metadata standards for use in the Digital Commonwealth repository, establishes metadata policies and practices for creating, revising and adding metadata, and works with programmers to develop tools to create and administer metadata.

Establishes digitization standards for Digital Commonwealth and its content contributors. Provides guidance to cultural heritage organizations in the selection of third-party vendors to provide digitization and cataloging services; however, participating institutions are free to select a vendor of their choice.

Identifies, evaluates, and approves content for the Digital Commonwealth. Develops policies and documentation for digital content, including the Digital Commonwealth Collection Development policy, as well as guidance for cultural heritage institutions in selecting content to digitize.

Monitors performance of portal server and software and the digital repository server. Forms a Subcommittee to recommend system upgrades when needed.

Promotes and adheres to appropriate online standards and practices.

Section 6: Officers

The President, Past-President, Vice-President/President-Elect, Secretary, Treasurer of the Board of Directors will serve as officers of the Digital Commonwealth. The Board of Directors shall appoint initial officers and when vacancies occur between Council of Members meetings. Such other officers as may be deemed necessary may be recommended by the Board of Directors and approved by Membership at its annual meeting.

2a. The role of the President is to issue calls, establish agendas, and preside over Board of Directors and Council of Member meetings. In addition, the President ensures effective representation for Digital Commonwealth in other meetings and activities as appropriate. The President signs all bonds, contracts, and other instruments authorized by the Board of Directors and/or Council of Members.

2b. The role of the Past-President is to serve on the Board of Directors and assist with governance transition and leadership duties.

2c. The role of the Vice-President is to perform the duties of the President in the absence of the President and shall assist in the discharge of its leadership duties.

2d. The role of the Secretary is to record minutes of meetings of the Board of Directors and the Council of Members and to maintain all records of Digital Commonwealth activities.

2e. The role of the Treasurer is to oversee the Digital Commonwealth financial accountant and provide a financial report for monthly Board of Directors meetings and the annual Council of Members meeting.

Section 7: Management of Operations

The role of the Board of Directors is to focus on policy and planning for the Digital Commonwealth. The Board of Directors may select a contracting agency to oversee the management of the Digital Commonwealth under the direction of the Board or its designee. The contracting agency would have authority on all matters relative to the operation of the Digital Commonwealth, except as specifically reserved to the Board of Directors or the Council of Members.

Section 8: Contracts

The Board of Directors shall have the sole authority to enter into consensual, binding contracts on behalf of the Digital Commonwealth and its Council of Members. The Board of Directors must review and approve basic contract terms and approve the contract before it is executed. A Board of Directors member who is in any way, directly or indirectly, interested in a contract or proposed contract shall disclose his or her interest at a meeting of the Board of Directors. The Board of Directors shall be responsible for all contracts that have been authorized and approved by the Board of Directors, including agreements made with its employees. The Board of Directors shall authorize the President or Board of Directors to sign contracts. The contracting agency will manage all contracts according to the advice of the Board of Directors.

Section 9: Books and Records

The Digital Commonwealth shall keep at the principal office of the organization correct and complete books and records of account; minutes of the proceedings of the Board of Directors; and a register of the names and addresses of the Directors of the organization. Any director, or agent or attorney thereof may inspect all books and records of the Digital Commonwealth, for any proper purpose at any reasonable time.

Section 10: Indemnification

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of Digital Commonwealth shall be indemnified and held harmless by the corporation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide indemnification rights).

Section 11: Dissolution

In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

Disposition of Digital Commonwealth repository assets is covered in the agreements governing these contracted services.

Section 12: Amending By-laws

These By-Laws (guidelines) may be amended at any meeting of the Council of Members by a two-thirds vote provided that the amendment has been submitted with the call for the meeting. Alternatively, amendments may be ratified by the Council of Members through a mailed or electronic ballot in which at least half of the Council members return ballots, and two-thirds of those voting approve the amendment. The Board of Directors may also amend these By-Laws (guidelines) by a two-thirds vote at any meeting of the Board of Directors, provided that the proposed amendment has been submitted with the notice of the meeting. The Board of Directors shall give written notice of such amendments to the Council of Members before the next meeting of members. Any amendment adopted by the Board of Directors shall be valid only until acted upon by the members at the next regular meeting or by mail/electronic ballot.