WHEREAS, Digital Commonwealth Inc., a Massachusetts non-profit corporation is accountable to its member organizations to maintain updated organizational governing by-laws;

WHEREAS, the organizational by-laws were previously revised in 2016;

WHEREAS, revisions to Section 3: Membership are needed to reflect the addition of the Friends membership category and the change from Sponsoring Organization to Consortia membership category; and changes to Section 5: Board of Directors are needed to clarify and increase the term lengths of the President, Vice-President, and Treasurer to improve organizational consistency and reporting structure.

WHEREAS, the by-laws have been rewritten to reflect these changes;

WHEREAS, a copy of the amendments of the by-laws is attached hereto in EXHIBIT A (Section 3) and EXHIBIT B (Section 5).

RESOLVED, That the Digital Commonwealth Board of Directors accepts the amendments to Sections 3 and 5 of the by-laws.

Kate Boylan, Board President

Sonia Pacheco, Board Vice-President/President-Elect
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:

1. Member must be a cultural institution (or a group of cultural institutions)
2. Member must be located primarily in Massachusetts
3. Member must sign a membership agreement
4. 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, AMENDED

Section 3: Membership

Section 3.1 Membership Types
The Digital Commonwealth has three types of members:

• Institutional Members
• Consortia Level Members
• Friends

Section 3.1.1 Membership Requirements
Institutional and Consortia Level Members must meet the following criteria or else be granted eligibility by the Board of Directors:

1. Member must be a cultural institution (or a group of cultural institutions)
2. Member must be located primarily in Massachusetts
3. Member must pay the current membership fee (see section 3.2)

Friends of Digital Commonwealth are individuals who are ineligible to join Digital Commonwealth as an Institutional or Consortia Level Member. Friends membership cannot be used as a substitute for joining as an Institutional or Consortia Level Member.

Section 3.1.2 Member Benefits

Institutional and Consortia Members
Institutional and Consortia 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 consortium that is itself a Digital Commonwealth Consortia Member are eligible for the following membership benefits:

• To have metadata harvested for inclusion in the central index as part of their Consortia Organization collection.
• Selected support and training provided by the Digital Commonwealth to Consortia 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 Consortia Member either through their Consortium as Consortium representatives or by joining the Digital Commonwealth as an Institutional Member.

Institutions that are members of a Digital Commonwealth Consortia Member but are not an Institutional Member in their own right, are not eligible to register for Digital Commonwealth events at the discounted member rate, or to attend Member-Only events.
EXHIBIT B

SECTION 5, CURRENT VERSION OF BY-LAWS

Section 5: Board of Directors
The Board of Directors is composed of ten (10) elected voting members, five of whom shall serve as Officers and five as Directors of the Digital Commonwealth (see Section 6). In addition, up to five (5) ex-officio voting members may serve on the Board of Directors. 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.

SECTION 5, AMENDED

Section 5: Board of Directors
The Board of Directors is composed of ten (10) elected voting members, five of whom shall serve as Officers and five as Directors of the Digital Commonwealth (see Section 6). In addition, up to five (5) ex-officio voting members may serve on the Board of Directors. Board of Directors members serve two-year terms. The President will serve two years as President and one year as Past President. The Vice-President will serve two years as Vice-President. It is intended, but not mandatory, that the Vice-President will also be President-elect, and may therefore serve a total of five years, two years as Vice-President, two years as President, and one year as Past President. The Treasurer will serve for a minimum of two years. Terms will be staggered, so that no more than five (5) terms will expire in a given year.