

TDL Bylaws

Adopted September 27, 2011

Article I – Name

The name of the organization is the Texas Digital Library, hereinafter known as TDL.

Article II – Mission, Code of Ethics, and Goals

Section 1

The mission of the TDL is to advance and advocate the role of digital libraries and digital scholarly communication technologies that support the research and teaching missions of institutions of higher education in Texas and to promote cooperation, communication and resource sharing among its members. The TDL will seek to represent the interests of all member institutions in its decision-making.

Section 2

The Texas Digital Library is committed to maintaining high standards of ethics at all times.

Section 3

The goals for the Texas Digital Libraries are:

- to provide an open forum and adequate representation to all digital library professionals and organizations
- to be a resource for members in all stages of digital library development in support of scholarly communication
- to provide a set of services to TDL member organizations that support digital scholarly communication
- to identify targets of opportunity that can benefit members and establish effective means of communication to facilitate members' focus on areas of interest
- to establish a collaborative atmosphere in which members can come together to help each other and ultimately improve the digital library community in Texas
- to serve both the membership and the digital library community through a variety of programs such as the Texas Conference on Digital Libraries (TCDL), the TDL training program, and presentations at international conferences
- to provide and cultivate leadership in the digital library community that effectively communicates issues, concerns, and developments for the improvement of scholarly communication
- to provide recognition of outstanding achievements in statewide digital library development in support of scholarly communication

Article III – Membership and Member Board

Section 1

Membership in the TDL shall be limited to nonprofit institutions of higher education. Three classes of membership are available: Regular member (Tier One and Tier Two), Affiliate member, and Consortia member.

Section 2

Regular member. The administrative head of the library of the institution will act as the representative to TDL. Each administrative head shall have one place on the Member Board with one vote. An administrative head may designate a person to represent him/her at meetings as a discussant and to vote on questions. This designation must be put in writing and presented to the chair of the meeting prior to the beginning of the meeting.

Section 3

Affiliate member. The administrative head of the library of the institution will act as the representative to TDL. Affiliate members can serve on committees but do not have a place on the Member Board, cannot vote, and cannot hold office.

Section 4

Consortia member. Multiple Affiliate members can be grouped into a Consortia membership. The administrative head of the library of one of the institutions will act as the representative to TDL. This administrative head shall have the rights of a Regular Tier Two member. This administrative head may designate a person to represent him/her at meetings as a discussant and to vote on questions. This designation must be put in writing and presented to the Chair of the meeting prior to the beginning of the meeting.

Article IV – Officers

Section 1

The officers of the TDL shall be Chair, Vice-Chair/Chair Elect and Secretary/Treasurer.

Section 2

The term of office is one year for Chair and Vice-Chair/Chair Elect. The term of office is two years for Secretary/Treasurer.

Section 3

The Chair shall be the presiding officer of the Governing Board and, with the aid of the Executive Committee, establish meeting agendas and represent the organization.

Section 4

In the absence or withdrawal of the Chair, the Vice-Chair/Chair Elect shall have and perform all duties and obligations of the Chair. The Vice-Chair/Chair Elect shall also perform other duties as may be assigned by the Chair or the Governing Board. The Vice-Chair shall exercise duties

incident to the office including appointing committees and providing a program of work for each standing committee and such other duties as may seem appropriate.

Section 5

The Secretary/Treasurer shall keep minutes of the proceedings of the Governing Board and maintain a register giving the names and addresses of administrative heads entitled to vote. The Secretary/Treasurer shall also keep such other records as may be required, including all financial records. The Secretary/Treasurer will report on the state of the TDL's financial resources at the fall meeting.

Article V – Governing Board and Executive Committee

Section 1

The Governing Board of the TDL shall consist of the four Regular Tier One members and three Regular Tier Two members elected at large by the Tier Two members. The Governing Board members will choose the Chair, Vice-Chair/Chair Elect, and Secretary/Treasurer at the fall meeting after the Member-at-Large position(s) have been filled.

Section 2

Five members of the Governing Board, including at least three Regular Tier One members, shall constitute a quorum.

Section 3

The Executive Committee shall be appointed by the Governing Board and will consist of two Regular Tier One members and one Regular Tier Two member of the Governing Board.

Section 4

The Executive Committee shall be responsible for recommending a proposed budget and dues schedule to the Governing Board. The Executive Committee shall set the agenda for meetings and carry out other necessary business as occasions may arise.

Section 5

Should the office of Vice Chair/Chair Elect or a Member-at-Large position become vacant, the Governing Board shall appoint a member to fill the office or position for the remainder of the regular term.

Article VI - Committees

Section 1

The Standing Committees include: Membership Development Committee, Conference Committee, Nominations and Elections Committee (see Article VII), Awards Committee, and Legislative Committee. The Membership Development Committee shall focus on the marketing of the organization and its capabilities to member institutions and new member communities. The Conference Committee shall be responsible for the annual Texas Conference on Digital Libraries (TCDL). The Awards Committee shall be responsible for acknowledging outstanding achievements in digital libraries in support of scholarly communication throughout the state of

Texas. The Legislative Committee shall keep the TDL membership informed of legislation affecting all libraries serving institutions of higher education, work to establish beneficial relationships with the State Legislature and the Texas Higher Education Coordinating Board, and work in cooperation with the Texas Library Association.

Section 2

The Chair may appoint such special committees as are deemed necessary to perform such duties as may be assigned to them.

Section 3.1

With the exception of the Legislative Committee, committee member(s) shall be appointed by the Vice-Chair/Chair Elect for a period of two years beginning at the end of the meeting at which the Vice-Chair/Chair Elect assumes the Chair.

Section 3.2

The Legislative Committee shall be appointed for a two-year term in even-numbered years by the Vice-Chair/Chair Elect. Individuals with needed expertise that are not TDL members may be appointed as committee members to serve without voting privilege, but the majority of the committee members must be members of the TDL.

Section 3.3

The diversity of the organization shall be reflected in the membership of each committee.

Section 4

Each committee chair will report in writing to the TDL membership. The report should contain the record of activities of the committee. Failure of a committee to complete the program of work provided by the Chair shall be sufficient cause for removal of the committee's membership.

Article VII – Nominations and Elections

Section 1

In the spring, the Chair shall appoint a Nominating Committee of three members, no one of whom shall be a member of the Governing Board, but one of whom shall be either a former officer or a member of the previous Nominating Committee.

Section 2

The Nominating Committee shall name at least one candidate for each Member-at-Large board position to be filled. In even numbered years, one Member-at-Large board position will be elected. In odd-numbered years, two Member-at-Large board positions will be elected. Such nominations shall reflect the diversity of the organization. Nominations may also be made from the floor.

Section 3

The Nominating Committee shall conduct the election during the fall meeting.

Article VIII – Meetings

Section 1

The TDL shall meet annually in the fall at a time and place to be determined by the Governing Board acting on behalf of the members. The Chair shall report to the membership on the Governing Board's activities since the previous meeting. Interest groups within the TDL may schedule regular discussion groups to meet during the annual meeting.

Section 2

Other meetings may be called at the discretion of the membership or of the Governing Board. All related expenses will be the responsibility of the interest group calling the meeting.

Section 3

A majority of the Member Board, including at least three of the Tier One members, constitutes a quorum, and a majority of those present and voting shall decide the question.

Section 4

The rules contained in the latest edition of Robert's Rules of Order Revised shall govern the TDL in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or any special rules of order established by the TDL.

Article IX – Funds, Contracts, and Property

Section 1

The TDL's fiscal year shall be September 1 through August 31 of the following year.

Section 2

Funds for expenses of the TDL shall be derived from annual institutional membership fees paid by members and from additional funds that accrue from TDL activities, gifts, and other sources.

Section 3

An annual institutional membership fee will be assessed. The annual fee for Regular Tier One members, which includes the Association of Research Libraries (ARL) libraries, is \$100,000. The annual fee for Regular Tier Two members is \$25,000. The annual fee for Affiliate Members, including those forming a consortium, is \$10,000. The fees will be set by the Governing Board at the fall meeting, and will be due by the following August 1.

Section 4

In the event that the TDL ceases to exist, the assets shall be divided among the member institutions.

Article X – Records

The Governing Board shall determine the repository for records of the TDL.

Article XI – Amendments

Section 1

Amendments to these Bylaws may be made only by an affirmative vote of a majority at a meeting of the Governing Board.

Section 2

Notice of the proposed amendments to the Bylaws will be given in writing at least thirty days in advance of the meeting.