

# **BYLAWS**

of the

## **Louisiana Digital Consortium (LDC)**

### **ARTICLE I**

Name, Office, Official Year

#### SECTION 1: Official Name of the Organization

##### A. Name

The name of this organization shall be the Louisiana Digital Consortium (LDC), hereinafter referred to as the Consortium.

##### B. Organization

The Consortium is a partnership of participating Louisiana libraries, museums, archives, and cultural heritage institutions.

#### SECTION 2: Official Office

The office of the Consortium shall be located in Baton Rouge, LA.

#### SECTION 3: Official Year

The official year of the Consortium shall begin on the first day of July and shall end on the last day of June the following year.

**ARTICLE II**  
Purpose

SECTION 1: Purpose

The purpose of the Consortium shall be to:

- A. Cooperate in a broad range of digital initiatives and services.
- B. Serve as the entity under which a variety of cooperative programs will be developed and /or sponsored.
- C. Provide governance and leadership ensuring the effective operation, orderly growth and fiscal sustainability of the Louisiana Digital Library (LDL) and other cooperative programs yet to be determined.

## **ARTICLE III**

### Membership

#### SECTION 1: Membership

The Consortium shall consist of charter members and governing members.

##### A. Charter Members

- 1) Charter members are the following fifteen (15) institutions:
  - The Historic New Orleans Collection
  - Louisiana State Museum
  - Louisiana State University and A&M College
  - Louisiana State University Health Sciences Center New Orleans
  - Louisiana State University Health Sciences Center Shreveport
  - Louisiana Tech University
  - Loyola University New Orleans
  - McNeese State University
  - Nicholls State University
  - Southern University
  - State Library of Louisiana
  - Tulane University
  - University of Louisiana in Lafayette
  - University of Louisiana in Monroe
  - University of New Orleans

##### B. Governing Members

- 1) Governing members shall be charter members and other Louisiana libraries, museums, archives and cultural heritage institutions who join the Consortium. Members must have an annual budget, governing body and paid staff.
- 2) New governing members may be added by a majority vote of existing governing members.
- 3) Governing members shall be represented in the Consortium by the institution's/organization's chosen designee. That representative must have decision-making and budgetary power at the institution for the purpose of LDC business.
- 4) Executive Officers or their designee will attend two regular meetings per year.
- 5) Only governing members in good standing shall have voting privileges.

## SECTION 2: Fees

Fees may be assessed as follows:

- A. A one-time enrollment/joining fee from new members.
- B. An annual membership fee from all members.
- C. A development or implementation fee for new consortium-wide programs.
- D. A two-thirds (2/3) or more vote of the members is required to assess and/or change the fees.
- E. When a sub-group of members chooses to create and/or participate in a new program/initiative of the Consortium, they may by mutual consent choose to assess the subgroup members a participation fee to cover costs.
- F. Members agree to the following stipulations pertaining to fees:
  - 1) Each member will pay all invoiced Consortium fees by end of business September 30th of each year or by end of business the first business day after September 30th if the 30th falls on a weekend.
  - 2) Members that do not make payment by end of business September 30th will be disconnected from all Consortium services and products October 1.
  - 3) Members who are disconnected will be reconnected only by paying the amount in arrears and a fee for reconnection equal to 10% of that members' annual membership fee. Fees must be paid in full before reconnection is made.
  - 4) An institution will be considered non-current and not in good standing if disconnected and will remain so until payment of all fees is received.

## SECTION 3: Withdrawing Membership

Membership may be withdrawn as follows:

- A. Withdrawing from a Consortium Program
  - 1. Members may withdraw from any Consortium program by providing a six-month written notice to the Executive Board.
  - 2. Membership fees for the program must be current and paid through the six-month notice period.
- B. Withdrawing from the Consortium

November 12, 2015

1. Members may withdraw from the Consortium by providing a six-month written notice to the Executive Board.
2. Annual membership and program fees for the Consortium must be current and paid through the six-month notice period.
3. Members leaving the Consortium may not withdraw publically published collections from the LDL. The Consortium may, at its discretion, maintain or withdraw collections of institutions that have left the Consortium.

## **ARTICLE IV**

### Governance Structure

#### SECTION 1: Governance

##### A. Structure

The governance structure of the Consortium shall consist of an executive board elected by the Consortium.

##### B. Authority

The Executive Board shall have the authority to act on behalf of the Consortium to carry out the business of the Consortium. Further, the Executive Board is authorized and empowered to perform any function of the Consortium where an emergency exists before a meeting of the Consortium can be held. The Executive Board shall be subject to the orders of the Consortium and none of its acts shall conflict with actions taken by the Consortium.

#### SECTION 2: Executive Board

##### A. Composition

The executive board shall consist of chairperson, vice-chairperson/chairperson elect, secretary, treasurer, two members at large, and the immediate past chairperson.

1) Elected members of the executive board shall be:

- a) chairperson
- b) vice-chairperson/chairperson elect
- c) secretary
- d) treasurer
- e) members at large (2)

2) Non-elected members of the executive board shall be:

a) Immediate past chairperson

The vice-chairperson/chairperson elect, secretary, treasurer, members at large and the immediate past chairperson shall be voting members of the executive board. The chairperson shall vote only to break a tie of the executive board.

B. Role and functions

The Executive Board may

- 1) Hire and supervise an Executive Director for the LDC, who will carry out the normal and routine business and affairs of the Consortium and perform other functions as may be assigned to it by the Consortium.

SECTION 3: Officers

A. Elected Officers

The officers of the Consortium shall be Consortium member representatives whose institutions are in good standing and have contributed a minimum of 1,000 or more items (as defined in the digital library software in use at the time) to the LDL and shall consist of:

- 1) chairperson
- 2) vice-chairperson/chairperson elect
- 3) secretary
- 4) treasurer

B. Elected members at large of the executive board

- 1) Two members at large shall be elected by the governing members from member institutions that are in good standing.

C. Non-elected member

- 1) immediate past chairperson

D. Terms of Office

- 1) The Chairperson shall serve for one (1) year.
- 2) The Vice-Chairperson/Chairperson Elect shall serve a one (1) year term and shall succeed the Chairperson for a one (1) year term.
- 3) The Secretary shall serve a two (2) year term and may serve two (2) consecutive terms.

- 4) The Treasurer shall serve one (1) three (3) year term and shall not serve consecutive terms.
- 5) The Members At Large shall serve two (2) year staggered terms and shall not serve consecutive terms.
- 6) The Immediate Past Chairperson shall serve a one (1) year term.

#### E. Succession of Officers

- 1) The Chairperson shall assume the position of Immediate Past Chair at the beginning of the fiscal year.
- 2) The Vice-Chairperson/Chairperson Elect shall assume the position of Chairperson at the beginning of the fiscal year.
- 3) A new Vice-Chairperson/Chairperson Elect, the Secretary, the Treasurer and one (1) Member At Large shall be elected at the spring meeting and assume their duties at the beginning of the fiscal year.

#### F. Duties of the Executive Board Members

The Executive Board is required to meet at least twice a year and members of the Executive Board should attend all Executive Board meetings.

- 1) The Chairperson shall:
  - a. Call and preside at all meetings of the Consortium and the Executive Board.
  - b. Arrange for the preparation and distribution of agendas for meetings of the Consortium and the Executive Board.
  - c. Vote only to break a tie of the Executive Board.
  - d. Ensure that written reports on the progress, activities, and finances of the Consortium for the ending fiscal year are distributed to the Consortium members.
- 2) The Vice-Chairperson/Chairperson Elect shall:
  - a. Preside at all meetings in the absence of the Chairperson.
  - b. Complete the term of the Chairperson in the event the Chairperson is unable to do so.
  - c. Recommend membership for Standing Committees to the Executive Board.
  - d. Assume other duties as assigned by the Chairperson or the Executive Board.

- 3) The Secretary shall:
  - a) Maintain a complete roster of names and addresses of all members of the Consortium.
  - b) Receive agenda items and circulate agendas prior to meetings.
  - c) Send notices of meetings as specified in Article V, Section 1C.
  - d) Record minutes of the Consortium and Executive Board meetings.
  - e) Distribute meeting minutes and reports to Consortium members.
  - f) Ensure action items are communicated to the appropriate parties for follow-up.
  - g) Maintain appropriate records and the Louisiana Digital Consortium archives. Responsible for deposit of records in the Consortium's LDL Collection.
  - h) Act as Parliamentarian and ensure that the Bylaws are followed.
- 4) The Treasurer shall:
  - a) Oversee the finances of the Consortium, including the preparation of annual budgeting information and year-end financial reports.
  - b) Monitor the banking, bookkeeping and financial record keeping of the Consortium.
  - c) Ensure that the use of sponsored funds complies with the conditions set by the funding agency and that all reporting requirements are met.
  - d) Prepare a recommended budget to be submitted to the consortium for review and revision and approval. The proposed budget should be distributed to the Consortium at least two (2) weeks prior to the Fall meeting for consideration at the Fall meeting in preparation for adoption at the spring meeting.
- 5) The Immediate Past Chair shall:
  - a) Chair the Nominating Committee.
  - b) Other duties as assigned by the Executive Board.

#### G. Vacancies

In the event an Executive Board Member cannot complete a term, the Chairperson shall appoint a member from the current membership with a 2/3 or more approval vote of the Executive Board to complete the term until the next scheduled election is held.



**ARTICLE V**  
Meeting

SECTION 1: Meetings

A. Regular Meetings

- 1) The Consortium shall meet twice yearly, fall and spring. Each member is required to be represented by the director or a designee.
- 2) During the Fall meeting, the Consortium shall:
  - a) Review and approve the Consortium budget for the following fiscal year.
  - b) Review annual reports of standing committees and ad hoc task forces.
  - c) Charge new committees and task forces as necessary to carry out the work of the Consortium.
  - d) Discharge committees and task forces that have completed their work or are no longer needed to carry out the work of the Consortium.
- 3) During the Spring meeting, the Consortium shall:
  - a) Hold annual election of officers and Member At Large.
  - b) Review and evaluate all ongoing initiatives and programs.
  - c) Consider new initiatives, programs and/or grants.
  - d) Conduct other business as necessary.
  - e) Approve draft budget for next fiscal year.

B. Special Meetings

- 1) Special meetings may be called at the Executive Board's discretion, or by request of a simple majority of the Consortium members made to the Chairperson.

C. Notice

Written notice of the time and place of each meeting of the Consortium shall be given to Consortium members at least thirty (30) days prior to the meeting.

#### D. Quorum

A quorum of any meeting of the Consortium shall consist of 50% plus one of the membership.

- 1) Each member is required to be represented by the Executive Officer or a designee. The secretary shall determine by roll call if a quorum is present.

#### E. Agenda

An agenda of all items to be discussed at each meeting of the Consortium shall be prepared by the Secretary and circulated to the members at least two (2) weeks prior to the meeting.

### SECTION 2: Voting

- A. Governing members in good standing are eligible to vote for Consortium officers and Executive Board Members At Large.
- B. Governing members must be in attendance to vote.
- C. A written proxy may be presented to the Secretary prior to the opening of the meeting in order to assign a designee to represent an absent member.
- D. When a vote of the membership between meetings is necessary, it may be conducted electronically.

## **ARTICLE VI**

### Committees

#### SECTION 1: Committees

##### A. Appointment and Review

- 1) Committees shall be appointed by the Executive Board as deemed necessary and charged in writing to carry out specific objectives of the Consortium.
- 2) Any person employed by a Consortium member may be appointed to serve on a committee.
- 3) The Chairperson of each committee shall submit a report to the Executive Board upon request.
- 4) Each Committee will provide a written report to the membership at the Spring membership meeting.
- 5) Meetings of committees shall be open to attendance by any person from a Consortium member.
- 6) The Executive Board will review the charges and activities of all committees annually. The Board may revise committee charges, discharge committees, and create new committees as needed.

#### SECTION 2: Nominating Committee

The Immediate Past Chair shall Chair the Nominating Committee and recommend to the Executive Board a Nominating Committee of two (2) governing members of the Consortium.

##### A. Duties

- 1) The Nominating Committee shall call for nominations from the membership and prepare a slate of nominees to be voted upon at the spring meeting.
- 2) All nominees offered in nomination must agree to serve in the office for which they are nominated.
- 3) The slate of nominees shall be submitted to the Consortium members at least thirty (30) days prior to the meeting at which the election is to be conducted.
- 4) Nominations may be made from the floor, provided the nominee is present and accepts the nomination.

#### SECTION 3: Ad-Hoc Taskforces

##### A. Appointment and Review

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- 1) Taskforces may be appointed by the Executive Board for specific tasks and/or programs to be completed within a specified time period.
- 2) Taskforces shall be given a written charge.
- 3) Taskforce members may consist of Consortium members or non-members as necessary to accomplish the objectives of the charge.
- 4) Taskforce Chairpersons will submit progress reports to the Executive Board upon request.
- 5) Taskforces will provide a written report to the membership at the Spring membership meeting.

**ARTICLE VII**  
Cooperative Programs Sponsored by the Consortium

SECTION 1: Cooperative, Sponsored Programs

The Consortium shall sponsor such cooperative programs as deemed appropriate by the Executive Board

A. Initiation of Programs

1. The Consortium shall work to ensure the operation and enhancement of the Louisiana Digital Library.
2. The Consortium may also develop programs within the following program areas, each of which can be pursued simultaneously or independently of each other, and which can develop at a different pace, depending upon priorities set by the membership.
  - a) Institutional repository for scholarly communication
  - b) Online journal publishing
  - c) Online exhibitions
  - d) Preservation/data curation
3. The Consortium may approve the initiation and sponsorship of other cooperative programs.
4. The Consortium, through the Executive Board, shall establish procedures to maintain oversight of sponsored programs or initiatives.
5. Each member shall determine the program(s) in which it chooses to participate.
6. Participation in specific programs is not mandatory for membership.

SECTION 2: Other Activities

- A. The Consortium, through the Executive Board, may submit grant applications on behalf of the entire Consortium and/or endorse or co-sponsor grants for approved programs or initiatives.
1. The Executive Board will review all proposals to be submitted in the Consortium's name.
  2. Submit timely reports (at least annually) to the Consortium membership.

**ARTICLE VIII**  
Parliamentary Authority

The rules contained in the current edition of Roberts' Rules of Order shall govern the meetings of the Consortium in all cases in which they are applicable. Any special rules of order the Consortium may adopt may take precedence.

**ARTICLE IX**  
Records

The depository for the Consortium archives and non-current records of the Consortium is held in the LDL as the Louisiana Digital Consortium Archives Collection.

All current records shall be transferred to the respective incoming officers.

Records shall be maintained as current for seven years. Non-current records shall be sent directly to the permanent depository for appraisal and preservation and made available in accordance with state law.

**ARTICLE X**  
Amendment of the Bylaws of the Consortium

The bylaws may be amended at any meeting of the Consortium by two-thirds (2/3) vote of the members, providing that a written notice of the substance of the proposed amendment has been submitted to all members at least thirty (30) calendar days prior to the regular meeting at which the amendment is to be presented for action by the members.

**ARTICLE XI**  
Dissolution of the Consortium

Should the Consortium dissolve, all funds, if any, shall be held in trust for one (1) year, at which time the fund balance will be distributed among the governing members on an equal share basis.

Approved July 25, 2014; Amended April 7, 2015; Amended November 12, 2015