



Bylaws

ARTICLE 1 – Name

The governing body for the Biodiversity Heritage Library is the BHL Members Council (hereafter known as Council).

ARTICLE II – Purpose

Section 1. The Biodiversity Heritage Library (BHL) is an international collaboration of natural history museums, botanical gardens, agricultural, university, biological research libraries, and like organizations and institutions (“BHL Member Institutions”) whose purpose is to improve and make more efficient the methodology of research in biodiversity studies by collaboratively making biodiversity literature openly available to the world as part of a global biodiversity community.

Section 2. Mission, Vision and Goals. Appendix I outlines the vision, mission, and goals of the BHL. The BHL collaboration is described in the “BHL Memorandum of Understanding” (see Appendix IV).

ARTICLE III – The BHL Members Council

Section 1. The governing body for the Biodiversity Heritage Library is the BHL Members Council (hereafter known as Council). The Council provides oversight and strategic management of the BHL.

Section 2. Composition. The Council is composed of one representative, generally the chief librarian, from each BHL Member Institution. Each representative has one vote on the Council. The BHL Program Director shall serve as ex-officio member of the Council, with voice but without vote. The Encyclopedia of Life (EOL) may also select a Representative with voice but without vote.

Section 3. Duties and Responsibilities. The Council shall establish policies and procedures to manage the BHL and the expenditure of BHL funds. Decisions are made by majority vote at any meeting at which there is a quorum. In the event of a tie, the Chair will cast the deciding vote. The Council's duties shall include the following:

- Electing Chair, Vice-Chair, the Secretary of the Council (as outlined in Article V);

- Advising the Executive Committee on the hiring, evaluation, and management of the BHL Program and Secretariat staff and identifying other positions required for the management of the BHL;
- Preparing strategic plans and approving the annual work plan;
- Reviewing budgets and approving allocation of dues and central funding;
- Admitting new BHL Member Institutions;
- Defining categories of membership/collaborators or associations as needed;
- Establishing policy in conformance with the BHL Memorandum of Understanding;
- Establishing relationships with other bodies and Institutions;
- Reviewing and commenting on all external grant proposals and other fundraising initiatives taken by Members on behalf of the BHL;
- Developing policies for ownership and use of intellectual property, including uses of logos and trademarks and publicity;
- Approving the type and extent of license agreements to negotiate with third parties for content, data or information for use in the BHL.

Section 4. BHL Membership. Membership criteria and approval procedures, as well as ancillary categories of BHL membership are outlined in “Joining the Biodiversity Heritage Library” (Appendix II).

Section 5. Grants, Gifts and Contracts. A BHL Member that receives a specific grant, gift or contract for the BHL must abide by applicable institutional policies and practices of the BHL.

Section 6. Delegation. The Council may, from time to time, delegate any of its powers to committees, officers, attorneys or agents of the BHL, subject to such limitations as the Council may impose.

Section 7. Compensation. Council representatives and/or designates shall not receive any salary from central BHL funds or any other source for their services on the Council.

ARTICLE IV – Meetings

Section 1. Regular Meetings. Regular meetings of the Members Council shall be held at least annually with additional meetings if deemed necessary by the membership. Upon consultation with the Council, the BHL Executive Committee will determine the time and location of the annual meeting. A notice of the meeting including a draft agenda shall be distributed at least two weeks prior to each regular meeting. The BHL Program Director shall report on the activities and finances of the BHL at the regular annual meeting. Attendance at the meetings may include professional advisers at the invitation of the Council.

Section 2. Special Meetings. Special meetings of the Council may be held at such times and places as may be determined by the Chair of the Council or upon written application to the Executive Committee by three or more Council representatives. The Chair shall distribute a notice specifying the purpose of the meeting at least seventy-two hours prior to the meeting unless shorter notice is adequate under the circumstances.

Section 3. Quorum. A simple majority of the Council representatives shall constitute a quorum at

any meeting of the Council for the transaction of business. Any act of a simple majority of the Council representatives present at any meeting at which there is a quorum shall be deemed the act of the Council.

Section 4. Action by Consent. Any action required or permitted to be taken at any meeting of the Council may be taken without a meeting provided that Council representatives submit their votes in writing or electronic vote. Any Council representative who fails to submit a written /electronic vote will be recorded as an abstention. An action by consent shall be effective when agreed to by a simple majority of the Council members submitting votes. The record of such action and the result of such vote shall be filed with the records of the meetings of the Council.

Section 5. Vacancies of Representatives. In the event of a vacancy in the position of the designated representative, the BHL Member may designate in writing to the Chair an alternative representative who shall be entitled to represent that Member on the Council for all purposes including voting.

ARTICLE V – Officers and Duties

Section 1. Chair. The Chair shall manage and conduct the business of the BHL and shall preside at all meetings of the Council and of the Executive Committee at which she/he is present. The Chair or designate shall represent the BHL on the Encyclopedia of Life (EOL) Executive Committee and the Chair or designate shall represent the BHL node at Global BHL meetings.

Section 2. Vice-Chair.

The Vice-Chair shall have the power to act in the absence or incapacity of the Chair. If the position of Chair is vacated, the Vice-Chair shall assume the powers and duties of the Chair until the next election. The Vice-Chair shall have such powers and duties as may be designated from time to time by the Council representatives or by the Chair, including the role of promoting and coordinating activities across global BHL nodes.

Section 3. Secretary. The Secretary shall keep the official minutes of the Council and Executive Committee meetings. The Secretary shall also have such powers and duties as may be designated from time to time by the Council or by the Chair, including the role of coordinating membership activities.

Section 4. Removal. Any officer elected or appointed by the Council may be removed from office with cause at any time by an affirmative vote of two-thirds of the representatives on the Council.

Section 5. Resignation. Resignations of officers shall be given in writing to the Chair.

Section 6. Elections and Terms. Election of officers will take place at the Annual Meeting of the Council. Officers shall serve two-year terms for each office held with the possibility of election for a second two-year term. Each officer is elected by a simple majority of non-abstaining Members.

Section 7. Vacancies. A vacancy in office because of death, resignation, removal, disqualification or otherwise may be filled by a majority vote of the Council for the unexpired portion of the term.

ARTICLE VI – Financial Management

Section 1. Budget. The BHL Program Director shall prepare an annual budget for expenditure of central BHL funds to be approved by the Council. Central BHL funds are those derived from membership dues or those managed by the BHL Secretariat on behalf of the membership.

Section 2. Expenditures. The Executive Committee shall monitor annual expenditures of central BHL funds against the budget and may make minor modifications to the budget for expenditures up to 10% of the approved budget as explained in Article VI Section 1 without prior approval.

Section 3. Grants, Gifts and Contracts. Funds received by an individual BHL Member on behalf of the Membership should be used in accordance with applicable policies and practices of the BHL.

ARTICLE VII – Committees

Section 1. Executive Committee.

(a) Composition. The Executive Committee shall consist of the Chair, the Vice-Chair, the Secretary, and the Immediate Past-Chair together with the Program Director, both non-voting;

(b) Duties and Responsibilities. The Executive Committee shall manage the ordinary business of the BHL on behalf of the Council in between Council meetings and perform such other duties as the Council may authorize from time to time. Executive Committee decisions must be reviewed by the Council at the next meeting and be included in the Council minutes. The Executive Committee shall monitor the performance of BHL Secretariat and technical staff in accordance with the employment procedures and conditions of their employing institutions. The Executive Committee may establish other ad hoc committees as deemed necessary to carry out BHL activities.

Section 2. Nominating Committee.

(a) Composition. The Nominating Committee shall be chaired by the Immediate Past Chair and include the BHL Program Director and an at-large member appointed by the Executive Committee.

(b) Duties and Responsibilities. The Nominating Committee shall issue a call for nominations, meet prior to an annual meeting where elections are required, and prepare a slate of officers.

Section 3. Other Committees. The Council shall establish other ad hoc committees as deemed necessary to carry out the mission of the BHL. See Appendix III: Committees of BHL for existing committees and charges.

ARTICLE VIII – Minutes

The Secretary or designate shall keep accurate and complete minutes of any proceedings of Executive Committee and Council meetings. The Program Director will ensure that minutes of all meetings and groups are taken and made available to the Council.

ARTICLE IX – Withdrawal or Removal of Members

Members may withdraw from the BHL upon written notice prior to the end of the membership year. No refund of membership dues or other fees will be made. Membership may be revoked in accordance with the procedures outlined in Appendix II: Joining the Biodiversity Heritage Library.

ARTICLE X – Amendments

These bylaws may be amended, in whole or in part, at the annual meeting of the Council with approval by two-thirds of the Council representatives present and voting, provided that notice of the proposed amendment(s) shall have been given prior to the meeting. The Appendices attached hereto are not subject to this Article X and may be amended or revised by the Council as necessary.

ARTICLE XI – Entry into Force

These bylaws will enter into effect immediately upon approval of two-thirds of the Council representatives present at the annual meeting of the Council.

As adopted by vote of the Members Council on 11 March 2014

Chair : Nancy E. Gwin Date 11 March 2014
Nancy E. Gwin

Secretary: Susan Fraser Date June 16, 2014
Susan Fraser