

## **BIODIVERSITY HERITAGE LIBRARY**

### **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. 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 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 the number of Council representatives required to approve such a vote have taken action. 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 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 renewal for a second two-year term.

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 of \$10,000 or less as needed 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 include the Chair, the Vice-Chair, the Secretary, and the Immediate Past-Chair together with the Program Director (ex officio);

(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 full 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 any 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 any meeting of the Council.

As adopted by vote of the Members Council on \_\_\_\_\_  
(Date)

Chair : \_\_\_\_\_ Date \_\_\_\_\_

Secretary: \_\_\_\_\_ Date \_\_\_\_\_

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## **APPENDIX I: Vision, Mission, and Goals**

### **Vision**

Inspiring discovery through free access to biodiversity knowledge.

### **Mission**

The Biodiversity Heritage Library improves research methodology by collaboratively making biodiversity literature openly available to the world as part of a global biodiversity community.

### **Goals**

#### **Goal 1: Relevant Content**

Build and maintain the BHL as the largest reliable, reputable, and responsive repository of biodiversity literature and archival materials.

#### **Goal 2: Tools and Services**

Develop services and tools which facilitate discovery and improve research efficiency of BHL content.

#### **Goal 3: User Engagement**

Increase global awareness about the BHL through outreach, learning and education, and branding through engagement and collaboration with existing and new user communities.

#### **Goal 4: Membership and Partnerships**

Grow BHL consortia membership and partnerships while fostering cross-institutional collaboration that continues to serve as a model for digital library development.

#### **Goal 5: Financial Sustainability**

Ensure sustainability and relevance by being flexible, adaptable, and financially sound while the content and services remain openly and freely available.

## APPENDIX II

### Joining the Biodiversity Heritage Library

The Biodiversity Heritage Library is a collaborative program to make biodiversity literature openly available to the world as part of a global biodiversity community. It is administered and maintained by a consortium of natural history, botanical, agricultural and research libraries that cooperate to digitize and make accessible the legacy literature of biodiversity held in their collections and to make that literature available for open access and responsible use as a part of a global “biodiversity commons.” The BHL consortium works with the international taxonomic community, intellectual property rights holders, and other interested parties to ensure that this biodiversity heritage is made available to a global audience through open access principles. The digitized collection can be accessed through the BHL Portal, which provides searching functionality and services appropriate for users. Individual volumes may be also be accessed through the Internet Archive.

#### **Mission, Vision and Key Values of the BHL**

Vision: Inspiring discovery through free access to biodiversity knowledge.

Mission: The Biodiversity Heritage Library improves research methodology by collaboratively making biodiversity literature openly available to the world as part of a global biodiversity community.

Key Values:

- Open access -- The digital content served by the BHL is available without cost and can be reused by other projects and users.
- Collaboration -- Each BHL member institution will actively coordinate its activities with other BHL member institutions to achieve agreed-to objectives.
- Interoperability -- BHL systems will interoperate with major biodiversity project systems.
- Transparency -- The processes and administration of the BHL will be clear and documented.

#### ***How to Become Involved***

With the approval of the BHL Executive Committee (as recommended by a Membership committee), institutions and organizations can join the BHL as either Members or Affiliates. In either case, the institution or organization must designate an individual to serve as that institution’s official representative. The individuals who serve in either body represent their host institutions and the BHL program as a whole.

At this time, BHL does not have a legal, incorporated status. All finances are handled through BHL Member institutions with the Smithsonian Libraries hosting the Secretariat and serving as manager of central funds.

The central hub of the BHL is known as the BHL US/UK and includes Members and Affiliates from the United States and the United Kingdom. There are other nodes in China, Europe, Australia, Egypt, Brazil, and Africa. Organizations located outside the US/UK may request membership or affiliation in the BHL US/UK but are encouraged to collaborate with other global BHL nodes in their areas as appropriate.

BHL Members and Affiliates enjoy many benefits, which include:

- Participation in an active international collaborative working together in an open access mode to make biodiversity research and study more efficient and effective;
- Knowledge that the project is repatriating biodiversity literature to the countries and regions from which species have been collected and studied in other parts of the world;
- Becoming part of an international network of biodiversity librarians connected with each other, with biodiversity-related organizations and the international research community;
- Opportunities for staff development;
- Training on access to, and use of, the BHL content;
- Prestige, because the BHL is an award-winning project and a world-recognized international collaborative having a major impact on the international research community and the public.

### **Joining as a Member**

In general, the BHL will consider for membership those institutions or organizations that are strategic to the BHL's mission. Potential members must be concerned with biodiversity in higher education and research and can:

- Demonstrate that the institution or organization provides and maintains library services and collections or technological infrastructure and innovations at an appropriate level for research and scholarly pursuits in biodiversity;
- Contribute to the support of programs and research being offered by the present membership;
- Have the institutional resources to make collections digitally accessible via open access;



- Pay annual dues of \$10,000/year;
- Have the institutional resources to participate in BHL program by providing some combination of the following:
  1. Financial or in-kind support beyond the dues (e.g. scanning, travel to BHL meetings, grants etc.);
  2. Human resources (e.g. staff to assist with quality control, metadata creation, etc.);
  3. Biodiversity content (e.g. digital, paper, film, etc.);
  4. Technology expertise or infrastructure (e.g. server support, imaging studio, etc.);
  5. Strategic promotion within the global biodiversity community.

BHL members govern the BHL program and are eligible for election as officers of the BHL. Eligibility for membership is determined by vote of the current members after a membership committee reviews applications and makes recommendations to the Executive Committee. The work of BHL members is facilitated by the signing of a joint Memorandum of Understanding (MOU).

***BHL Membership (BHL Members)***

The BHL members govern and determine policy for the BHL program. Each representative gets one vote. Membership is renewed upon the payment of dues. The BHL Executive Committee officers (Chair, Vice-chair, Secretary) are elected from the members. BHL Members must:

- Commit to open access
- Establish standards, priorities, and policies for the BHL;
- Review the BHL budget;
- Promote awareness of the BHL nationally and/or internationally;
- Identify programs and other activities for possible involvement in the BHL;
- Participate in and provide advice and guidance on fund-raising locally and for the consortium;
- Authorize and participate in BHL working groups and committees as needed;
- Approve applications for BHL membership and affiliation;
- Approve Bylaws for the operation of the BHL;

- Advise the Executive Committee on the appointment of the BHL Program Director, and other central BHL staff.

### ***Advantages to BHL Membership***

- Active participation in guidance and development of the BHL Program and approval of central budget;
- Access to specialized software, technical support and funds for digitization, for example access to a hosted version of Macaw;
- Participation of technical staff in software development;
- Participation in fund-raising to benefit both BHL and individual institution;
- Possibility of limited travel support;
- Achieving economy of scale for access to, and storage of, digital collections in a safe repository;
- For federal library members, possibility of benefiting from and participating in collaborative projects funded by federal agencies such as NEH and IMLS.

### ***Application Process -- Members***

1. Applications should be submitted to the BHL Program Director who will review the criteria and process with the applicant.
2. Applications will be reviewed by the membership committee and recommendations made to the Executive Committee.
3. The BHL- EC will review recommendations and make the final decision.
4. Applicants will be notified of the BHL-EC decision by the Program Director. If the decision is negative, the applicant will be notified and given feedback by the Program Director.
5. To complete the application process, the new member must submit the BHL Memorandum of Understanding signed by the appropriate institutional representative and pay the membership dues. Membership is based on calendar year, starting in January.

### ***Withdrawal or Removal -- Members***

Members may withdraw from the BHL at any time by written notice to the BHL Chair or by non-payment of annual dues. Dues paid may [will?] not be refunded. Membership may be

revoked with cause effective at the end of any calendar year by two-thirds vote of the BHL membership.

### **Joining as a BHL Affiliate**

BHL Affiliates are those institutions or organizations that wish to participate in the BHL but are unable to pay the annual dues or come from another part of the biodiversity community with related interests in the work of the BHL. Examples of affiliates are institutions that can contribute content, technical or other in-kind services; publishers for whom BHL is hosting content; and biodiversity organizations with allied interests that provide continuing support for the BHL. Institutions and/or publishers who request BHL services or require technical assistance may be required to sign either an MOU or customized agreement that defines their level of participation and may incur service fees.

The Affiliate term is three years and may be renewed upon request and approval by the Executive Committee.

### ***BHL Affiliates Responsibilities***

- Commit to open access
- Contribute biodiversity content that meets standards and guidelines
- Be involved in biodiversity efforts and provide advice, strategic promotion, or other information that supports BHL
- Participate in task forces, committees and working groups as requested
- Designate a person to serve as liaison to the BHL and attend appropriate meetings
- Pay service fees as appropriate.

### ***Advantages to BHL Affiliation***

- Participation in an active, award-winning collaborative program that is making biodiversity literature freely available to the world;
- Opportunity to provide advice about the growth and development of the BHL Program;
- Discounts on service fees for content ingest, access and technical assistance.

### **One-time Contributors**

BHL can accommodate one-time content contributors, who do not wish to become members or affiliates, but are willing to pay a service fee to cover costs of data preparation, storage and access to technical advice and assistance.

## APPENDIX III

### Committees of the BHL

#### ***BHL Membership Committee (Approved)***

The BHL Membership Committee is responsible for recruitment of potential members, review of membership applications and submission of recommendations regarding membership applications to the BHL Executive Committee.

The BHL Membership Committee will have 3 members appointed by the Executive Committee. Members will serve a term of 3 years with 1/3 members cycling off the Committee each year. In the event of a resignation of a Committee member, the EC will select a replacement to complete the term of that individual.

#### ***BHL Staff Committee (Underway)***

[forthcoming]

#### ***BHL Collections Committee (Approved)***

The BHL Collections Committee is responsible for the management and development of the BHL collection including all issues related to the selection, prioritization, acquisition, curation and deaccessioning of content, as well as supporting BHL outreach activities relevant to collection development issues. The Committee may oversee the reuse or re-packaging of selected content, or a subset of the collection, in creative and novel ways. The Committee is open to all BHL member and affiliate staff.

#### ***BHL Technical Advisory Group (TAG) (DRAFT)***

The BHL Technical Advisory Group (TAG) serves as a working committee responsible for advising the BHL Program Director and BHL Executive Committee on the technical direction and implementation of the BHL portal, workflow tools, and other areas that impact the operations of the BHL.

Membership on the TAG is by invitation by the Executive Committee. The BHL Program Director shall serve as ex officio member of the TAG. Members of the BHL technical team will serve as consultants or resources for the TAG.

#### ***Global Initiatives Committee (DRAFT)***

[DRAFT]

The Global Initiatives Committee is responsible for promoting and recruiting international participation in the BHL. The Committee will work to build international partnerships by encouraging collaboration with the BHL and/or global nodes as appropriate. Initiatives may

include innovative ways of attracting content and partners. The executive committee and 2 members at large would form the GIC. Members at large serve 2 year terms. In the event of a resignation of a Committee member, the EC will select a replacement to complete the term of that individual.

APPENDIX IV

Memorandum of Understanding

[TEMPLATE/DRAFT]