

GLOBAL BIODIVERSITY HERITAGE LIBRARY COORDINATING COMMITTEE

Bylaws

ARTICLE 1- Name

Section 1. This group shall be known as the Global Biodiversity Heritage Library Coordinating Committee (hereafter known as gBHL-CC or Committee).

ARTICLE II – Purpose and Principles

Section 1. The Global Biodiversity Heritage Library is a cooperative network of members representing organizations and institutions that operate programs and projects to support the goal of making biodiversity literature available to all through open access.

Section 2. The gBHL-CC will oversee and coordinate the activities of the Global Biodiversity Heritage Library program.

Section 3. The objectives of the gBHL-CC Members are:

- A. To digitize and aggregate biodiversity literature as funding and copyright laws allow through Member programs and projects;
- B. To maintain repositories for the indexing, storage, preservation, and serving of this digital content;
- C. To develop services to make this digital content widely and easily available to anyone, regardless of location.

Section 4. The principles of the Global Biodiversity Heritage Library are:

- A. Open Access. The digital content served by gBHL Members is available without cost to users and can be reused by other projects and users in general;
- B. Collaboration. Each gBHL Member actively coordinates its activities with other gBHL partners to achieve agreed-upon objectives.
- C. Decentralization. Each gBHL Member is self-governing and self-funded.
- D. Interoperability. Each gBHL Member deploys technologies enabling sharing of contents and services with other gBHL Members.

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- E. Transparency. Each gBHL Member organizes its gBHL projects in a way that is transparent and clear to all other Members and the public.
- F. Legality. gBHL Members operate within their individual legal frameworks.

ARTICLE III. –Membership and Voting

The gBHL-CC is composed of one representative from each gBHL Member. There are three classes of membership:

- A. Certified Members comply with the minimal requirements as documented by the gBHL-CC. Certified Members each get one vote on Committee matters.
- B. Participating Members support the goals and principles of the gBHL but do not comply with the minimal requirements. Participating Members may not vote on Committee matters.
- C. Ex-officio. Other gBHL program and technical staff may serve as *ex-officio* Participants of the Committee with voice but without vote.

ARTICLE IV. Duties of the gBHL Coordinating Committee

Section 1. The duties of the gBHL-CC are:

- A. to engage in strategic planning for the Members as a whole to expand coverage of biodiversity literature;
- B. to monitor relevant Member programs and projects and advise on how they can best be managed and coordinated so as to meet gBHL objectives;
- C. to seek appropriate potential Members, review requests for Membership, and approve new Members and ex-officio Participants;
- D. to recommend policy for collaborative work among Members;
- E. to establish working groups to address specific themes and to provide the gBHL-CC with in-depth analysis and recommendations;
- F. to establish by-laws for Committee operations;
- G. to establish a secretariat, if appropriate.

Section 2. Core Decisions. Core decisions related to the Global Biodiversity Heritage Library will be made collaboratively by the gBHL-CC Members. Core decisions will be

made by majority vote of the Coordinating Committee. Examples of core decisions are those relating to technical infrastructure; the type and extent of license agreements to negotiate with third parties for content, data, or information for use in the BHL; or copyright and intellectual property issues.

ARTICLE V. Compensation.

gBHL-CC Members, and their designated representatives, shall not receive any salary for their services on the Committee.

ARTICLE VI. Officers and Duties.

Section 1. gBHL-CC Members shall elect an Executive Committee consisting of a Chair, a Vice Chair and a Secretary from among Certified Members representatives at the annual meeting. The outgoing Chair and one other Member who is not an officer shall prepare a slate for the meeting. Election will be by majority vote of the Certified Members.

Section 2. Election of officers will take place at the Annual Meeting of the Committee. Officers shall serve two-year terms for each office held, renewable once. Officers may, however, be elected to non-consecutive terms for the same office.

Section 3. Officers shall have the authority and perform the duties as usually pertain to their offices, such duties as provided in these bylaws, and such additional duties as may be prescribed by the gBHL-CC.

Section 4. Chair. The Chair shall plan and convene the annual meeting in collaboration with a local committee as appropriate, manage and conduct the business of the gBHL-CC and, subject to the supervision of the Committee Members, shall preside at all meetings of the gBHL-CC and of the Executive Committee at which she/he is present.

Section 5. Vice-Chair. The Vice-Chair shall have such powers and duties as may be designated from time to time by the gBHL-CC Members or by the Chair. The Vice-Chair shall have the power to act in the absence or incapacity of the Chair.

Section 6. Secretary. The Secretary shall keep the official minutes of the gBHL-CC and Executive Committee meetings. The Secretary shall also have such powers and duties as may be designated from time to time by the gBHL-CC Members or by the Chair.

Section 7. Removal. Any officer elected or appointed by the Chair may be removed from office with cause at any time by an affirmative vote of two-thirds of all the gBHL-CC Members.

Section 8. Resignation. Resignations by officers shall be given in writing to the Chair.

Section 9. Vacancies. A vacancy in office because of death, resignation, removal, disqualification or otherwise may be filled by a majority vote of the gBHL-CC for the unexpired portion of the term.

ARTICLE VII. Executive Committee

gBHL-CC officers will serve as the Executive Committee. The Chair shall serve as the Chair of the Executive Committee; the Vice-Chair shall serve as the Vice-Chair of the Executive Committee; and the Secretary shall serve as the Secretary of the Executive Committee. The Executive Committee shall manage the ordinary business of the gBHL-CC on behalf of the Committee in between meetings and perform such other duties as the gBHL-CC may authorize from time to time. Executive Committee decisions must be reviewed by the full Committee at the next meeting and included in the Committee minutes. The Executive Committee may establish working groups as deemed necessary to carry out its duties.

ARTICLE VIII. Meetings

Section 1. Annual Meetings. The gBHL-CC shall meet face-to-face at least annually, at such time and place as the Members shall choose. The Chair shall distribute a notice and agenda of the meeting least thirty days prior to the annual meeting. Each gBHL Member shall report on its activities at the annual meeting. Attendance at the meetings may include professional advisors as the Members choose.

Section 2. Special Meetings. Special meetings of the gBHL may be held at such times and places as may be determined by the Chair or upon written application of three or more Committee Members and shall be called by the Secretary or, in the case of the death, incapacity or refusal of the Secretary, by any other officer. A notice shall be distributed at least seventy-two hours prior to each special meeting unless shorter notice is adequate under the circumstances. The notice shall specify the purpose of any special meeting. Notice of a special meeting need not be given to any gBHL-CC Member, if a written waiver of notice executed by her/him before the meeting is filed with the records of the meeting.

Section 3. Quorum. A majority of the gBHL-CC Members' representatives shall constitute a quorum at any meeting of the Committee for the transaction of business. Any act of a majority of the Committee Members present at any meeting at which there is a quorum shall be deemed the act of the Committee. The Chair shall cast a deciding vote in case of tie.

Section 4. Action by Consent. Any action required or permitted to be taken at any meeting of the gBHL-CC may be taken without a meeting provided that Committee Members submit their votes in writing or electronically. Any Committee Member who

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fails to submit a written /electronic vote will be recorded as an abstention. An action by consent shall be effective when the number of Committee Members 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 Committee.

Section 5. Vacancies of Representatives. Each gBHL-CC Member shall designate a representative to act on behalf of the gBHL-CC Member at all meetings. In the event of a vacancy in the position of the designated representative, the gBHL-CC Member may designate an alternative representative who shall be entitled to represent that Member on the Committee for all purposes including voting.

ARTICLE IX. Withdrawal

Members may withdraw from the gBHL-CC with notice to the gBHL-CC Chair. Membership may be revoked with effect by two-thirds vote of the certified Members of the gBHL-CC. The Secretary will send a written notice to the Member subsequent to a positive vote.

ARTICLE X. Amendments

These bylaws may be amended, in whole or in part, at any meeting of the gBHL-CC Members by a positive vote of not less than two thirds of the certified Members present and voting, provided that notice of the proposed amendment(s) is provided in the notice of the meeting.

ARTICLE XI – Entry into Force

These bylaws will enter into effect immediately upon the positive vote of two-thirds of the gBHL-CC Members present at any meeting of the Committee.

As adopted by vote of the Global Biodiversity Heritage Library Coordinating Committee on _____ June 7th 2012 _____.

Chair: Elycie J Wallis
Ely Wallis

Secretary: Nancy E. Gwinn
Nancy Gwinn

Revised by a vote of the Global Biodiversity Heritage Library Coordinating Committee on _____