**Digital Library of the Caribbean (dLOC) By-laws**

**(Revision March 2012)**

**I. NAME**

The organization shall be called Digital Library of the Caribbean (dLOC), representing the cooperative body established to develop a collection of digital archives, artifacts, and library materials.

**II. MISSION**

The Digital Library of the Caribbean’s diverse partners/members serve an international community of scholars, students, and citizens by working together to preserve and to provide enhanced electronic access to cultural, historical, legal, governmental, and research materials in a common web space with a multilingual interface.

**III. PURPOSE AND VISION**

The Digital Library of the Caribbean (dLOC) is a cooperative of partners/members that provides users with access to Caribbean cultural, historical and research materials held in archives, libraries, and private collections. dLOC comprises collections that speak to the similarities and differences in histories, cultures, languages and governmental systems.

**IV. PARTNERSHIP**

**Types of Partners**

1. **Institutional Partners**

Institutional Partnership in dLOC is open to libraries, archives, museums, research centers, associations, publishers, and vendors that meet the eligibility criteria. Each institution shall be represented by a single Institutional Representative. An Alternate Representative can serve in the Institutional Representative's absence.

**Eligibility**

Institutions are eligible to join the organization based on the following criteria:

1. Willingness to contribute collections and to make these freely available to the project.

2. Availability of appropriate collections with Caribbean content.

3. Willingness to comply with common standards.

4. Willingness to designate a representative to manage local participation.

Partners in the project may: 1) contribute digital content to a centralized repository; 2) make their digital collections available to dLOC through compliance with the Open Archives Initiative (OAI); and/or 3) contribute metadata and contextual resources to support materials in dLOC.

**b. Associate Partners**

Associate Partnership is open to individuals, organizations or institutions that have appropriate collections of Caribbean content but do not have the resources or expertise to digitize the collections. Associate Partners may submit their content into dLOC through current institutional partners who will make provide representation on their behalf at governance meetings.

**c. Inactive Partners**

Partners not contributing to dLOC for a period of 5 years will be considered inactive. The Executive Committee will review partners annually at general meetings and will notify partners of inactive status. Inactive partners may be reinstated upon request by a majority vote at annual general meetings.

**V. MEMBERSHIP**

**a.** All membership dues support the general hosting and development of the resource in addition to benefits outlined by the Executive Committee. Membership dues and donations are managed by the administrative host institution with approval by the Executive Committee. A percentage of membership dues may also support an endowment to ensure long-term sustainability.

**b. Institutional Members**

Annual membership dues cover the technical infrastructure costs, partner training and the development and promotion of the collections. An elected representative of the Institutional Members may represent the group at the annual Executive Committee meeting.

**c. Personal Members**

Personal memberships are annual donation commitments to support the dLOC mission.

**VI. GOVERNANCE**

dLOC is governed by an Executive Committee which oversees all project activities, a Scholarly Advisory Board which provides guidance to the Executive Committee, and a group of Contributors working toward dLOC's continued success and sustainability. The Governing structure shall consist of an Executive Committee, Advisory Board, Executive Director, and sub-committees.

**a. The Executive Committee**

The Executive Committee shall be the governing body of dLOC. The Committee shall consist of nine partner representatives elected from the institutional representatives by the general body, one institutional representative from one of the host institutions, and representative of the Institutional Members and the Chair of the Scholarly Advisory Board, non-voting, for a total of 12 members. Terms of office shall be staggered, 2-year terms. A majority shall constitute a quorum of the Executive Committee.

**i. Governing Authority**

The Executive Committee shall engage in policy-making, planning and fundraising efforts, and shall oversee the work of the Executive Director. The Committee will convene sub-committees who report to the Executive Director, and will select the representatives of the Advisory Board.

**ii. Officers**

The officers of the Executive Committee shall be Chair, Vice-Chair, and Secretary.

Officers will be elected by the partner representatives of the Committee.

**iii. Officer Roles and Responsibilities**

The Chair of the Executive Committee shall:

1. Preside over general partnership meetings;

2. Develop the general partnership meeting agenda;

3. Serve as ex-officio representative of the Advisory Board.

The Vice-Chair shall serve as Chair in the absence of the Committee Chair and shall:

1. Serve as liaison to the Advisory Board;

2. Assist the Committee Chair by representing the Committee at meetings upon request.

3. Move into the Chair position for 2 years after serving as Vice-Chair for 2 years.

The Secretary shall:

1. Record and distribute minutes of the Partnership, Advisory Board and Executive Committee;

2. Handle correspondence as required;

3. Maintain partnership and membership rosters.

**iv. Elections and Terms of Office**

1. Election to the Executive Committee shall be by secret ballot during the General Partnership Meeting.

2. Representatives from active institutional partners will be eligible for election to the Executive Committee.

1. **Scholarly Advisory Board**

The Scholarly Advisory Board shall consist of seven representatives appointed by the Executive Committee. The representatives of the Board will be skilled in relevant academic disciplines, in curriculum development, and/or in technical issues. The Board will provide guidance to the Executive Committee and the Executive Director by reviewing proposals for collections, nominating collections for inclusion, reviewing standards developed by subcommittees and assisting with future funding sources. Professional expertise of representatives of the Board will reflect the current issues being addressed by the organization. Terms of office shall be staggered, 2-year terms, with the exception of the first term, at the end of which three or four members of the Advisory Board will be invited to remain on the Board for a third year. Representatives may be re-elected.

1. **Executive Director**

The Executive Director (dLOC Director) shall be hired by the host institution with counsel from the Executive Committee, to develop and manage activities of the Digital Library of the Caribbean as directed by the Executive Committee in coordination with the Administrative Team. The Executive Director shall have managerial, fiscal, and library experience and be located at a host institution that is a partner of the organization. The responsibilities of the position are to:

1. Provide leadership in all aspects of developing and administering linkages with outside organizations and institutions in support of dLOC’s mission;
2. Develop and manage dLOC member/partner collaborative structure;
3. Promote the activities of dLOC;
4. Seek sustainability through active grant writing and fundraising efforts and solicitations of gifts from individuals;
5. Liaise with legal counsel to clarify and resolve issues of jurisprudence;
6. Supervise project staff in support of dLOC mission;
7. Assist with budget oversight and financial reporting;
8. Be located at a host institution that is a partner of the organization;
9. Serve as an ex-officio member of the Executive Committee and the Advisory Board; (ex-officio members are non-voting members).

**d. Host Institutions**

The host institutions provide vital support and sustainability for the program. One institutional representative from one of the host institutions (technical and administrative) shall serve on the Executive Committee.

1. **Administrative Host Institution**

The Administrative Host Institution provides support for the administration of the program, including all processing and distribution of membership dues.

1. **Technical Host Institution**

The Technical Host Institution provides support for the online access, system, tools, and long-term digital preservation of all materials.

**VII. STANDING COMMITTEES**

Standing Committees shall be appointed by the Executive Committee from among the partners and membership. All recommendations and minutes of Sub-Committees and ad hoc Committee meetings shall be forwarded to the Executive Director for approval and action. To carry out its work, the Digital Library of the Caribbean may have additional task forces which will be charged with specific responsibilities or tasks. These may be suggested by the partners and membership of the organization as a whole, by the Executive Director, or by the Advisory Board.

**a. Technical Standards and Training Committee**

The Technical Standards and Training Committee shall establish standards for digitization that include cataloging, metadata and markup, and deployment issues.

**b. Teaching and Outreach Committee**

The Curriculum and Development Committee shall plan and consider future priorities and initiatives of the organization.

**c. Collection Development Committee**

The Collection Development Committee shall plan and coordination discussions regarding supports for the collections created by partners as well as collaborative, thematic collections.

**d. Development Committee**

The Development Committee shall plan and consider future fiscal priorities and initiatives of the organization and implement fundraising initiatives.

**VIII. MEETINGS**

**a. General Partner Meetings**

The general meeting of the partners of dLOC shall be conducted once a year, in proximity to the Association of Caribbean University, Research and Institutional Libraries (ACURIL) annual conference.

**b. Executive Committee Meetings**

The Executive Committee shall meet once a year, in proximity to the ACURIL annual conference or at another mutually agreed upon time and place.

**c. Advisory Board Meetings**

The Advisory Board shall meet once a year, in proximity to the Caribbean Studies Association annual conference.

**d. Special Meetings**

Special meetings of the partners and/or the Executive Committee may be held by direction of the Executive Committee.

**e. Quorum**

The quorum will be a simple majority of the partners participating in the annual meeting. Quorum is required for a vote, and members may attend and vote virtually. Ex officio partners are not voting partners, and the Chair of the Executive Committee will only vote when required to break a tie.

**f. Participation**

Meetings are open to partners and members of the organization.

**g. Meeting Notification**

Meetings will be announced to the partners, membership, and/or associated parties at least two months prior to the scheduled meeting through appropriate dLOC email list(s).

**IIX. Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the institutional alternate. A new institutional representative shall be appointed by the institution.

**IX. Removal**

Any institutional representative may be removed for cause from the Executive Committee at any time by the affirmative vote of a majority of the voting Executive Committee representatives then in office.

**XI. BYLAWS, GOVERNANCE, AND LEGAL COUNSEL**

**a. Bylaws**

1. Amendments to these bylaws may be proposed by the Executive Committee, the Executive Director, or by the partners. Proposals shall be submitted to the Executive Director and reviewed by the Executive Committee. All proposals submitted shall be presented to the partners and may contain Executive Committee or Executive Director recommendations.

2. Amendments will be considered at the annual partners meeting. Notice containing the text of any proposed amendment shall be sent to the partners at least 30 days before the meeting at which it is to be discussed.

3. These bylaws may be amended by a simple majority of voting partners.

**b. Parliamentary Procedure**

All matters of procedure at any meeting of the Committees, or the partners shall be governed by Robert's Rules of Order (latest edition). These rules of order may be suspended by a vote of two-thirds of the voting representatives present.

**c. Legal Counsel**

Legal counsel shall be made available to dLOC by the partners represented on the Executive Committee on a voluntary basis.

**XII. FINANCES AND RECORDS**

**a. Dues and Fees**

Each member shall be assessed annual dues according to a fee-structure and schedule determined by the Executive Committee.

**b. Fiscal Year**

The fiscal year will begin 1 July each year and end 30 June of the following calendar year.

**c. Finances**

dLOC shall operate with money received from a variety of funding sources to include grants, dues, contributions from partner and member institutions and donations to maintain the organization.

**d. Registration Fees**

The Executive Committee will have the right to establish fees to cover the cost of annual meetings.

**e. Records**

All active records of the general partner meetings, the Executive Committee and the Advisory Board, shall be maintained at the office of the Executive Director.

**f. Disposition of Assets**

In the event that the dLOC is dissolved, any remaining funds in the Treasury shall be disbursed to the Institution of the Executive Director for the sole purpose of preserving and maintaining the organization's records. In the event that the dLOC is dissolved, the University of Florida shall continue to serve in its role as the technical partner as the contact for the Florida Digital Archive for continued stewardship of dLOC's digital assets.