

MissouriHub (MoHub) Bylaws

Approved October 2, 2015

Amended October 5, 2016

Article I – Name

The name of the organization is MissouriHub (hereafter known as MoHub).

Article II – Description and Mission

MoHub is an unincorporated affiliation of institutions that seeks to improve, for the benefit of the public, the visibility and relevance of digital collections offered online in Missouri. MoHub provides partner organizations with an on-ramp for participation in the Digital Public Library of America (DPLA).

MoHub aggregates information about digital objects and serves as a conduit for passing these descriptive records to DPLA, which assembles datasets of metadata that make content discoverable through a single search interface and open platform for developers.

Article III – The MoHub Partners Council

Section 1: Partner. A Partner in MoHub is defined as an institution that has signed the Memorandum of Understanding to contribute content to MoHub with the organization holding the current signed Data Exchange Agreement with DPLA (as of this date the Missouri History Museum).

Section 2: Scope. The governing body for the MoHub is the MoHub Partners Council (hereafter known as Council). The Council provides oversight and management of MoHub.

Section 3: Composition. The Council is composed of one representative from each MoHub partner institution. Each representative has one vote on the Council. An ex-officio representative from the organization holding the current signed Data Exchange Agreement with DPLA will be appointed to participate on the Council, as described in Article IV, Section 6.

Section 4: Duties and Responsibilities. The Council shall establish policies and procedures for the management of MoHub. Decisions are made by majority vote at any meeting at which there is a quorum, a simple majority of the Council representatives present. In the event of a tie, the Chair, elected by the Council membership, will cast the deciding vote. The Council's duties shall include:

- Electing positions of Chair, Vice-Chair, and Secretary of the Council, as outlined in Article IV;
- Approving the annual work plan;
- Setting policy in accordance with MoHub Memorandum of Understanding;
- Establishing relationships with other projects, bodies, organizations, and collaborations to fulfill MoHub objectives and goals;
- Promoting MoHub within the partner's home institution and in community settings;
- Admitting, suspending, or removing members of the Council;
- Planning for the execution and maintenance of adequate records of MoHub operations, and establishing rights of members to access such records;

Section 5: Delegation. The Council may, from time to time, delegate any of its powers to committees, officers, attorneys, or agents of MoHub, subject to such limitations as the Council may impose.

Section 6: Compensation. Council representatives shall not receive any remuneration for their services on the Council.

Section 7: Resignation or Withdrawal. Resignations by Partners shall be given in writing to the Chair and are effective immediately upon receipt by the Chair.

Article IV – Officers and Duties

Section 1: Chair. The Chair shall be elected by the Council at its first meeting. The Chair shall manage and conduct Council meetings. The Chair shall develop, in consultation with the elected officers and Council members, a strategic plan for the MoHub. Duties of the chair include, but are not limited to:

- Representing and promoting the MoHub at the local, state, and national levels;
- Staying abreast of DPLA developments and communicating upcoming changes to the Council;
- Managing general affairs of the Council.

Section 2: Vice-Chair. The Vice-Chair shall be elected by the Council at its first meeting and thereafter at the annual meeting of the Council. The Vice-Chair will act in the absence or incapacity of the Chair. After the first election, following each annual election, the existing Vice-Chair shall automatically assume the position of Chair. If the position of Chair is vacated, the Vice-Chair shall assume the powers and duties of the Chair for the unexpired portion of the term, allowing the Council to hold an immediate election for a new Vice-Chair. The Vice-Chair shall serve as ombudsman for the Council and questions for the Council shall be referred to this position. The Vice-Chair shall also have such powers and duties as may be designated by the Council or Chair.

Section 3: Secretary. The Secretary shall be elected by the Council at its first meeting and biennially thereafter at the annual meeting of the Council. The Secretary shall keep the official minutes of the Council meetings. The Secretary shall maintain current contact information for Council members. The Secretary shall have such powers and duties as may be designated by the Council or Chair. The Secretary shall also:

- Prescribe as necessary parliamentary procedures for meetings of the Council.

Section 4: Community Representatives. Two Community Representatives shall be elected by the Council at its first meeting and biennially thereafter at the annual meeting of the Council. **One year terms are permitted following a majority vote of the Council.** The Community Representatives shall act on behalf of the interests of the Council at large, and shall be tasked with helping to promote MoHub to prospective partners and existing constituencies.

Section 5: Past Chair. The immediate Past Chair shall serve on the Partners Council. The Past Chair shall chair the Nominating Committee. In the absence of the Past Chair, the current Chair will designate the chair of the Nominating Committee. The Past Chair shall also have such powers and duties as may be designated by the Council or Chair.

Section 6: Technical Committee Liaison, ex-officio. The Technical Committee Liaison shall represent the Technical Committee, as described in Article VI, Section 2, and communicate technical development activities, plans, and issues to the Council. The Technical Committee Liaison is a non-voting representative.

Section 67: State Library Liaison, ex-officio. The State Library Liaison shall represent the Missouri State Library in order to ensure coordination and cooperation between the Missouri State Library and MoHub programs and activities. The State Library Liaison shall be selected by the Missouri

State Librarian or the individual acting in that role. The State Library Liaison is a non-voting representative.

Section 78: DPLA Signatory Representative, ex-officio. The organization which has the active signed Data Exchange Agreement with DPLA shall appoint a non-voting representative to be present for Council discussions, such that the interests of the signing organization are represented.

Section 9: Communications Committee Liaison, ex-officio. The Communications Committee Liaison shall represent the Communications Committee, as described in Article VI, Section 4, and communicate outreach and promotional activities, plans, and issues to the Council. The Communications Committee Liaison is a non-voting representative.

Section 810: 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 911: Resignation. Resignations of officers shall be given in writing to the Chair and are effective immediately upon receipt of the resignation by the Chair.

Section 1012: Election and Terms. Election of officers will take place at the annual meeting of the Council. Officers, other than Past Chair, Chair, and Vice Chair, shall serve two-year terms for each office held, with the possibility of election for a second two-year term. The Past Chair, Chair, and Vice Chair are one-year terms, with the Vice Chair assuming the position of Chair, and Chair assuming position of Past Chair immediately following the annual election of officers. Each officer is elected by a simple majority of non-abstaining Partners as described in Article V, Section 4.

Section 1113: Vacancies. A vacancy in office other than Chair, 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 V – Meetings

Section 1: Regular Meetings. Regular meetings of the Partners Council shall be held at least annually, with additional meetings as deemed necessary by the Council. The Council officers will determine the location and date of the annual meeting in consultation with the Council. A notice of the meeting, including meeting purpose and a draft agenda, shall be distributed to the Council at least two weeks prior to each regular meeting. Attendance at the meetings may include professional advisers at the invitation of the Council as well as representatives of organizations who have expressed an interest in learning more about the MoHub. The annual meeting will include a report from the active committees described in Article VI, and will include a vote on Council officers in accordance with terms described in Article IV. Voting may be conducted in-person or electronically.

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 Chair by three of 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: Meeting Format. Meetings may be held in-person or electronically.

Section 4: 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 5: Vacancies of Representatives. In the event of a vacancy in the position of the designated representative, the Partner may designate in writing to the Chair an alternative representative who shall represent that member on the Council.

Article VI – Committees

Section 1: Steering Committee. The Steering Committee shall consist of the Chair, Vice-Chair, Past Chair, Secretary, and two Community Representatives as voting members; and DPLA Signatory Representative, **State Library Liaison, Communications Committee Liaison, and** Technical Committee Liaison, ex-officio and non-voting. Article VI, Section 1 may only be invoked by majority vote of the Council membership.

Section 2: Technical Committee. The Technical Committee shall consist of from one to three technical representatives from each Partner organization. The Technical Committee shall be led by the technical liaison at the DPLA Signatory Organization, or by an individual as selected by majority vote of the Council.

Section 3: Nominating Committee. The Nominating Committee shall be chaired by the Past Chair. The DPLA Signatory Representative and a member of the Council will serve on this committee. In the event of a vacancy in the position of Past Chair, the Chair shall select a member of the Steering Committee to serve as chair of the Nominating Committee. The Nominating Committee shall issue a call for nominations, meet prior to an annual meeting where elections will be held, and prepare a slate of officers.

Section 4: Communications Committee. **The Communications Committee shall be charged with promoting MoHub activities and accomplishments to Partner organizations, community stakeholders, and the public at large. Any partner organization may select up to three representatives to serve on the committee. The Communications Committee shall be led by an individual as selected by majority vote of the Council.**

Section 45: Other Committees. The Council shall establish ad hoc committees as deemed necessary to carry out the mission of the MoHub, and may abolish any such ad hoc committee at any meeting by a simple majority vote.

Article VII — Representations on Behalf of the MoHub

Section 1: Representation. No member of the Council shall represent the MoHub unless authorized to do so following discussion by the Council by; or, in case of an emergency, by the Council Chair.

Section 2: Liability. No member of the Council shall have the power to incur liability on behalf of the MoHub for any debt or other obligation whatsoever; except upon authorization of the Council Chair.

Article VIII – Minutes

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

Article IX – 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 at least two weeks prior to the meeting.

Article X – Entry into Force

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

As adopted by vote of the Partners Council on October 2, 2015

Amended by vote of the Partners Council on October 5, 2016