



Bylaws

ARTICLE 1 – Name

The name of this organization is Biodiversity Heritage Library (hereafter BHL).

ARTICLE II – Purpose

Section 1. The Biodiversity Heritage Library (BHL) is an international consortium of partners from natural history museums; botanical gardens; agricultural, university, biological research libraries; and like organizations and institutions (“BHL Partners”), 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.

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, but not exclusively, the chief librarian, from each BHL Partner institution. Each representative has one vote on the Council. The BHL Program Director and all BHL committee chairs shall serve as ex-officio members of the Council.

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 the Chair, Vice-Chair, the Secretary of the Council (as outlined in Article V, Section 6 and Article VII, Section 2);
- Advising the Executive Committee (see Article VII, Section 1) on the hiring, evaluation, and management of the BHL Program Director and other positions required for the management of the BHL (The BHL Secretariat);
- Preparing strategic plans and approving the annual work plan;

- Reviewing budgets and approving allocation of dues and central funding;
- Admitting new BHL Members and Affiliate institutions;
- Defining categories of membership/collaborators or associations as needed;
- Establishing policy in conformance with the BHL Memorandum of Understanding;
- Establishing relationships or partnerships with other bodies and institutions;
- Reviewing and commenting on all external grant proposals and other fundraising initiatives taken by Partners 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 partnerships are outlined in Appendix II: Joining the Biodiversity Heritage Library.

Section 5. Grants, Gifts and Contracts. A BHL Partner that receives a specific grant, gift or contract for the BHL must abide by applicable policies of its own institution and 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.

Section 8. Working Language. English shall be the working language of the BHL.

ARTICLE IV – Meetings

Section 1. Regular Meetings. A face-to-face meeting 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 other relevant organizations as approved by the BHL Executive Committee.

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 globally.

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.

(c) 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 may also 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 14 March 2018.

Chair: Constance Rinaldo Date June 8, 2018
Constance Rinaldo

Secretary: Doug Holland Date 12 June 2018
Doug Holland

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

Grow the BHL into the most comprehensive, reliable, reputable repository of data-rich biodiversity literature, and other original materials to support response to global challenges.

Goal 2: Tools and Services

Create services and tools that facilitate discovery of BHL content to improve research efficiency for all potential users.

Goal 3: User Engagement

Increase global awareness about the BHL and biodiversity issues to inform existing users and attract new user communities.

Goal 4: Partnerships and Alliances

Grow BHL consortial partnerships and alliances to foster cross-institutional collaboration.

Goal 5: Mission Enabling

Increase financial strength, effective administrative support, and organizational excellence to ensure BHL's continued success.

APPENDIX II

Joining the Biodiversity Heritage Library

The BHL Partnership

The BHL welcomes all institutions that share the vision, mission and goals of the BHL and have a commitment to biodiversity and a capacity to provide content, staff, or technical support to the BHL.

With the approval of the BHL Members Council (as recommended by a Membership committee and approved by the BHL Executive 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.

Recognizing the global scope of biodiversity and the importance of national, regional, and international biodiversity organizations, the BHL welcomes relevant biodiversity organizations to joining BHL as Reciprocal Partners. Organizations that participate in this partnership are neither content nor service providers. As such, they should have no impact on collections, technical development, etc. It is expected that Reciprocal Partners will provide input and guidance, but no requirements on BHL technical development nor are any partnership dues or other fees expected. Reciprocal Partners are expected to provide a no-fee, quid pro quo status to their organization for the BHL.

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.

Joining as a Member

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 provides other 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 as outlined in the current Memorandum of Understanding;
- 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.
6. The Member term is determined by the BHL MOU, and currently runs to 31 December 2019, regardless of when the member joins. The MOU may be rolled over for a further 5 year term.

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 full 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 Affiliation fee and any service fees as outlined in Appendix IV: BHL Fee Structure for Affiliates.

Joining as a BHL Reciprocal Partner

BHL Reciprocal Partners are those institutions or organizations that wish to reciprocally participate in the BHL in an collaborative or advisory capacity. These will typically be national

or international biodiversity organizations, and discipline specific organizations. It does not include library consortia, publishers, or other potential providers of BHL content or services.

Joining as a Reciprocal Partner

The BHL Chair and/or Program Director will sign, upon legal review, any formal letter of participation or memorandum of understanding to formalize the reciprocal partnership. The BHL Executive Committee will appoint appropriate representation to the Reciprocal Partner organization from either the Secretariat or Members Council.

Costs of attending meetings or other events are the responsibility of the Reciprocal Partner unless specifically approved by the BHL Executive Committee.

Institutions or organization 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 (e.g. BHL Workshops requested on behalf of the Reciprocal Partner). The Reciprocal Partnership term will be reviewed annually and may be terminated by either BHL or the Reciprocal Partner with due notice.

Reciprocal partners will promote BHL to raise awareness with their partners. They will include BHL representatives as observers in their meetings. Joint fundraising possibilities will be explored and shared.

APPENDIX III

Committees of the BHL

BHL Membership Committee (Approved)

The BHL Membership Committee is responsible for coordinating the recruitment of new Members and Affiliates; review of those applications and submission of recommendations to the BHL Executive Committee within 7 working days of application receipt; advising the Executive Committee and Secretariat staff on issues related to Member and Affiliate recruitment, retention, and stewardship.

The Committee will be appointed by the Executive Committee from the BHL member representatives. The Committee will comprise four BHL Members at-large and Chaired by the Secretary of the Executive Committee. At-large committee members shall serve a term of two years and may be reappointed at the discretion of the Executive Committee for an additional two-year term. Vacancies on the Committee shall be filled by the Executive Committee for a new two-year term. The BHL Secretariat will provide ex officio support with logistics and flow of documents.

All Members have a responsibility to find new Members and Affiliates and handover those contacts to, or work with, the Membership Committee through the application stages.

(Revised 3 May 2018)

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.

APPENDIX IV

BHL Fee Structure for Affiliates

Revised: June 3, 2016

Fees will become effective immediately for new Affiliates. Current Affiliates will become part of the new fee structure at the next review period, if they opt to continue (NOTE: As part of the BHL MOU Appendix, Affiliate status is granted for 3 years. After 3 years, status is reviewed for those Affiliates who wish to continue in that status.)

Affiliate Services and Fees (effective August 2015)

Annual Fee: \$1,000

Includes:

- Orientation to BHL (Skype / Phone / Video)
- BHL as a secure repository and content delivery service
- Direct and early access to reports, newsletters, listserv & other communications
- Prioritization of digitization requests and reference questions originating from users at Affiliate institutions
- Invitation to attend annual meeting
- Opportunity to join BHL Committees
- Access to promotional materials (up to 50 complementary packets annually, such as pens, pins, brochures)
- Outreach and social media inclusion
- Access to negotiated rates for Internet Archive digitization fees. It is important to note that this does not include access to the Pan-BHL scanning funds described as part of BHL Member benefits
- Partnering in grant proposals (only BHL Members or Affiliates can participate in BHL initiated grant proposals)
- Account setup to receive notifications in BHL's user feedback tracking system
- Institution listed in publications
- Institution listed as Affiliate Partner on BHL website
(<http://biodivlib.wikispaces.com/BHL+Consortium - BHL Affiliates>)

Content Integration and Collection Management Start-up fee: \$2,000

Includes:

BHL Training Workshop (Skype / Phone / Video):

- Account setup for BHL Administrative Dashboard, Macaw, and permission to add to BHL's "biodiversity" collection in Internet Archive
- Training in:
 - Content selection strategies and tools
 - Metadata requirements
 - Digitization workflow overviews
 - Via Internet Archive

- Via Macaw
 - Curation requirements and tools
 - Initial setup of one thematic collection in BHL, if desired (<http://biodiversitylibrary.org/browse/collections>)
- Post workshop, quality review of metadata and content files for up to 3 items
- Institutions contributing content to BHL will be listed as a Participating Contributor on the BHL website (<http://biodiversitylibrary.org/browse/contributors>)
- Ongoing consult as needed to successfully add and curate content within BHL for dues-paying Affiliates

NOTE: In addition to fees listed above, Affiliate will cover travel and per diem costs for any site visits by BHL Member or Secretariat staff for on-site training or consultation.

Periodic workshops & training sessions are available on an ad hoc, cost-recovery basis depending on the needs of the organization(s). This could include building a customized exhibition within BHL's Biodiversity Library Exhibition software or any needs beyond the basic Content Integration and Collection Management start-up. Additionally, staff of Affiliate institutions will receive discounted registration for any future BHL conferences along the lines of the 2011 "Life and Literature" conference.

NON-MEMBER/NON-AFFILIATE

If organizations with relevant biodiversity content wish to contribute content but do not want to become Members or Affiliates, fees will be set on a cost-recovery basis. Organizations can also contract on their own with Internet Archive for scanning services and there would be no fees if the content meets BHL requirements so that it can be harvested directly from Internet Archive. No technical support from BHL Secretariat or Technical Team would be provided.

APPENDIX V

Rules of Order and Conduction of Meetings

Biodiversity Heritage Library Rules of Order

The rules contained in the Biodiversity Heritage Bylaws shall govern the organization in all cases to which they are applicable, and in which they are not inconsistent with the bylaws or the special rules of order of this organization.

To this end, general rules of order for the management and governance of BHL, as not outlined in the Bylaws, shall be as follows:

1. Votes by Members (Electronic). Votes by Members can occur electronically. Electronic votes are called by the BHL Chair and tallied by the BHL Secretary. A suitable amount of time will be allocated by the Chair to allow for all current BHL Members to cast their vote (Article IV. Section 4).
2. Votes by Members (In Person). Votes by Members may occur in person during the Annual Meeting or Special Meetings as defined by the Bylaws (Article IV. Section 2).
3. At the start of an in person meeting, the Chair shall establish a quorum of Members are present (Article IV. Section 3);
4. Any Member may propose a motion or action;
 - a. That Member who proposes a motion or action may withdraw that motion or action;
 - b. The Chair will call for discussion on any motion or action proposed and seconded by a Member;
 - c. Any Member may move to amend an existing motion; amendments must be seconded by a Member;
 - d. The Chair will call for a voice vote for any motion or action proposed and seconded by a Member. The Chair shall determine the result of the voice vote;
 - e. In the event of a voice vote, any Member may call for an actual count of votes to verify the voice vote. The Member requesting this vote shall state: "I call for a vote by show of hands ".
5. Any Member may appeal a ruling by the Chair. The Member requesting an appeal shall state: "I appeal the Chair's decision"; the appeal will be voted on by the Members and carry with a simple majority;

6. Any Member may, without recognition of the Chair, call a Point of Order if there the meeting is not following the Bylaws or appropriate rules of order. The Member shall state: "Point of order". The Chair shall decide if the Point of Order requires a vote;
7. Additional operational issues not covered above shall be determined by the current edition of [Robert's Rules of Order](#);
8. The BHL Program Director shall advise the BHL Chair on Points of Order.

Rules for Reporting Out from Meetings

To encourage free discussion, all Biodiversity Heritage Library meetings (in person, via video- or tele-conference) may operate, at the discretion convener with the approval of the BHL Chair, under a variation of the Chatham House Rule:

When a meeting, or part thereof, is held under the Chatham House Rule, participants are free to use the information received, but neither the identity nor the affiliation of the speaker(s), nor that of any other participant, may be revealed. (see non-English versions of the [Rule are available](#)).