

BYLAWS OF
DIGITAL SCRIPTORIUM
A NONPROFIT CORPORATION

Approved 23 September 2016

ARTICLE I

The purpose for which Digital Scriptorium is formed shall be as provided in its Articles of Incorporation.

ARTICLE II

Membership

The membership of DS consists of American libraries and museums with collections of pre-modern manuscripts.

The Members will approve (i) the bylaws or any revisions to the bylaws recommended by the Board of Directors, (ii) the determination of the composition of the Board of Directors, (iii) the terms under which DS may apply for 501(c)(3) status, (iv) any change of Technology Host, and (v) election of officers. Annual meetings of the Members will be held on a Friday in September of each year as determined by the Members.

Section A. *Actions of the Membership.* All actions of the Membership shall be determined by a vote of a majority of the Members present at any meeting, by phone or in person, where a quorum is present. A quorum of the Members shall be determined according to a majority of the list of Members maintained by the Governance Committee. The Membership may also act by unanimous written consent of the Members per agreement.

Section B. *Members.* Members are institutions who pay annual dues and are committed to active involvement in the governance and management of DS. It is expected that Members will send a representative to the annual meeting. The number of Members is not fixed, but will be determined through the admission of appropriate new Members.

Section C. *Non-Voting Associates.* The corporation may have Non-Voting Associates who are institutions who do not pay dues and do not participate in governance and are not actual members of the corporation. They are encouraged to participate to the on-going activities of DS, including the annual meeting. Non-Voting Associates are not eligible to serve as an officer of the organization. The

list of Members and Non-Voting Associates shall be documented and updated by the Governance Committee.

Section D. *New Members.* New applications for membership in either category (Members and Non-Voting Associates) shall be approved at the annual meeting upon the recommendation of the Board of Directors.

Section E. *Requirements for Membership.* Only 501(c)(3) organizations under the U.S. tax code, government organizations, or foreign institutions and organizations of equivalent legal standing are eligible for DS Voting Membership.

ARTICLE III

Board of Directors

Section A. *Management.* The property and affairs of Digital Scriptorium (DS) shall be managed, supervised, and controlled by a Board of Directors, subject to such limitations as are imposed by the Missouri Nonprofit Corporation Act, the Articles of Incorporation, and these Bylaws. The Board of Directors may, by contract or otherwise, give general, limited, or special power and authority to the officers of DS to transact the general business, or any special business, of DS.

Section B. *Number.* The Board of Directors shall, within the limits specified by the Articles of Incorporation, consist of seven (7) persons.

Section C. *Term and Election.* The initial Board of Directors shall be elected by the Members at the initial meeting of the Members. Thereafter, the Members shall elect the Directors at each annual meeting of the Members, except for vacancies as provided below. Directors shall be elected to serve for a term of three (3) years and may serve two (2) successive terms.

Section D. *Resignation.* Any Director may resign at any time, either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof to the Secretary of DS. Such resignation shall take effect at the time specified therefor and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

Section E. *Vacancies.* Any vacancy occurring on the Board of Directors shall be filled by appointment by the Members. A Director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in the office.

Section F. *Annual Meetings.* Regular meetings of the Board of Directors shall be held at least annually. The annual meeting of the Board of Directors shall be held without notice immediately before or after, and at the same place as, the annual meeting of the Members as determined by the Board. Such meeting shall be held for the purpose of the transaction of such business as may come before the meeting. No notice of the annual meeting of the Board of Directors need be given. The Board of Directors may provide, by resolution fixing the time and place thereof,

for the holding of additional regular meetings, which may thereafter be held at the designated time and place, without further notice thereof to the directors.

Section G. *Special Meetings.* Special meetings of the Board of Directors may be called for any purpose, by or at the request of the President/Executive Director or by any three Directors. Such call shall be in writing and transmitted by regular mail, electronic mail, or facsimile or personally delivered to each Director not less than five (5) days or more than thirty (30) days before the date of the meeting. Business transacted during any special meeting shall be limited to the purposes stated in the call, and may be conducted in person, by conference telephone call or any method or combination of methods acceptable to a quorum of the Board of Directors. Attendance of a Director at any special meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business thereat because such meeting is not lawfully called or convened.

Section H. *Quorum.* A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section I. *Voting.* Each Director shall be entitled to one vote on all matters before the Board of Directors. On all matters requiring a vote of the Board of Directors, a simple majority of the Board of Directors present at any meeting at which a quorum is present shall be sufficient for approval.

Section J. *Procedures.* In all matters not covered by the Bylaws, parliamentary procedures shall be governed by the manual known as “Robert’s Rules of Order: Modern Edition.” The act of the majority of the Board of Directors at which a quorum is present shall be the act of the directors, unless a greater number is required under the Articles of Incorporation, these Bylaws, any applicable laws of the State of Missouri, or “Robert’s Rules of Order: Modern Edition.”

Section K. *Validation of Meeting.* The actions of the Board of Directors at any meeting, however called or noticed, or wherever held, shall be as valid as though such actions had taken place at a meeting duly held after call and notice and with a quorum present if, either before or after the meeting, each Director not present signs a written waiver of notice or a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section L. *Meeting by Conference Telephone.* Meetings may be held, or members of the Board of Directors may participate in a meeting, through use of a conference telephone or similar communications equipment. Participation in a meeting pursuant to this Section L constitutes presence in person at such meeting.

Section M. *Action Without Meeting.* Any action required or permitted to be taken by the Board of Directors under any provision of law, the Articles of Incorporation, or these Bylaws may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the corporate records. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors.

ARTICLE IV

Officers

Section A. *Officers.* The officers of DS shall consist of a President/Executive Director, Vice President/Deputy Executive Director, Secretary and Treasurer.

Section B. *Election.* The officers shall be elected at the annual meeting of the members from among the Board of Directors. All officers shall serve for a term of three years. Officers may serve no more than two (2) successive terms in the same office.

Section C. *President/Executive Director.* The President/Executive Director shall preside at all meetings of the Board of Directors and the Annual meeting and shall have general supervision and active management of the business and finances of DS.

Section D. *Vice President/Deputy Executive Director.* The Vice President/Deputy Executive Director shall perform the duties of the President/Executive Director in the President/Executive Director's absence or in the event of the inability of the President/Executive Director to act, and perform such other duties as the President/Executive Director or the Board of Directors may direct.

Section E. *Secretary.* The Secretary or the Secretary's designee shall record the proceedings of the meetings of the Board of Directors, and the Annual meeting and carry out other duties as prescribed by the President or the Board of Directors. The Secretary shall also complete and timely file all required regulatory reports with the State and Federal government.

Section F. *Treasurer.* The Treasurer shall account for DS's funds and securities. The Treasurer shall ensure procedures are in place for accurate accounting of receipts and disbursements in books belonging to DS and for the deposit of all monies and other valuable effects in the name and to the credit of DS in such depositories as may be designated by the Board of Directors. The Treasurer shall provide for disbursement of the funds of DS as approved and directed by the Board of Directors and provide an account of transactions and the financial condition of DS.

Section G. *Resignation and Removal.* Any officer may be removed, with or without cause, by the vote of a majority of the Board of Directors at any meeting of the Board of Directors at which a quorum is present. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Any such resignation or removal shall take effect at the time specified therein. Any vacancy in the position of any officer shall be filled by the Board of Directors.

ARTICLE V

Board Committees

The Board of Directors may establish such committees as it in its discretion determine are necessary for the operation of DS, including a Governance Committee.

ARTICLE VI

Indemnification

The power of DS to indemnify certain persons shall be as provided in its Articles of Incorporation.

ARTICLE VII

Miscellaneous

Section A. *Other Matters.* Matters not otherwise provided for in the Articles of Incorporation or these Bylaws shall be governed by the Missouri Nonprofit Corporation Act, as the same or any substitute provision therefor may be in effect from time to time, and by “Robert’s Rules of Order: Modern Edition.”

Section B. *Amendment of Bylaws.* These Bylaws may be amended at any annual meeting of the Members by a two-thirds (2/3) vote of Members provided that a copy of any proposed amendment shall have been mailed to each Member with the notice of such meeting.

Section C. *Technology Host.* DS will have a Technology Host institution, to be determined by the Board of Directors. The representative of the Technology Host will execute the technical program of DS as defined by the President/Executive Director acting on behalf of the Board of Directors. The Technology Host will be responsible for developing and maintaining the digital presence and technical infrastructure of DS. DS will provide annual payment to the Technology Host institution for technology services and support. The Technical Host will submit a statement of account for these services.

Section D. *Reservation of Rights in Member Institutions.* DS understands that each of its Members is an educational and/or research institution, subject to

certain laws and regulations and its own set of governing documents. Nothing in these Bylaws shall require or allow any Member or Member representative to take any action or make any commitment in conflict with such laws, regulations or documents.

Section E. *Data Contribution.* Each participating institution (Member or Non-Voting Associate, defined above) will provide data (bibliographic and photographic) to DS in forms and according to standards established by DS and by agreements between DS and the participating institutions. DS will not alter such data without the written permission of the participating institution. Such data created by participating institutions will remain the property of the institution that created it, but participating institutions will grant DS a no-fee, non-exclusive license to use this data. Any institution that, withdrawing from DS, also intends to withdraw its data from DS shall give 30 days' written notice to the President/Executive Director, the Board of Directors, and the Technology Host.

Section F. *DS Property.* DS property includes any associated marks, and all ideas, inventions and works of authorship acquired with DS funds. DS property does not include any ownership rights in any data created by any individual institution described above, but only the use of that data, whether bibliographic or photographic.

1. Ownership. Members and Non-Voting Associates shall have no ownership interest in DS property. Unless otherwise approved by the Board, all DS property will be used solely in connection with DS and with other academic, scholarly or cultural purposes of the Members. Members may not modify, transfer or encumber any DS property within the context of DS, but each will retain control of its own intellectual property. DS encourages its Members to support open access to works in the Public Domain and to generously share images and metadata about these works.

2. Use of DS Name. Members will use the name Digital Scriptorium and any associated mark only in conformance with agreed standards. Each of the Members may use the name DS and the associated marks to indicate the association of DS with the institution.

3. Open Source Policy. It is the policy of DS to use open-source software whenever possible, and to publish for free use by others its data structures and standards. DS is committed to the use of technologies that support shared resources in an open linked data environment.

Section G. *Termination/Withdrawal.*

1. By Members. Subject to any restriction imposed under any grant or other funding instrument, any Member institution may withdraw from DS (or convert to a Non-Voting Associate institution) following 30 days' written notice to the President/Executive Director and the Board of Directors.

Should the withdrawing Member also wish to remove its contributed data (bibliographic and photographic) from DS, that intent must be stated in writing to the President/Executive Director, the Board of Directors and the Technology Host with thirty days' notice before the intended withdrawal.

2. By Non-Voting Associates. Subject to the terms and conditions of the participation agreement, Non-Voting Associates may withdraw on thirty days' notice to the President/Executive Director and the Board of Directors. Should the withdrawing Non-Voting Associate also wish to remove its contributed data (bibliographic and photographic) from DS, that intent must be stated in writing to the Executive Director, the Board of Directors and the Technology Host with thirty days' notice before the intended withdrawal.

3. Dissolution. The Board of Directors may decide by unanimous vote not to continue DS. This vote must be ratified by 2/3s of the Members. In such case all assets of DS will be distributed in accordance with the Articles of Incorporation.

ARTICLE VIII

Contracts, Loans, Checks & Deposits

Section A. *Contracts.* The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of DS, and such authority may be general or confined to specific instances.

Section B. *Loans.* No loans shall be contracted on behalf of DS and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section C. *Checks, Drafts, etc.* All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of DS shall be signed by the Treasurer or such other officer or officers, agent or agents of DS and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section D. *Deposit of Funds.* All funds of DS not otherwise employed shall be deposited from time to time to the credit of DS in such banks, trust companies, money market funds, or other depositories as the Board of Directors may select.

ARTICLE IX

Notice

Section A. *Notice Deemed Given.* Any notice or other communication required or permitted to be given or made hereunder shall be in writing and will be deemed to have been sufficiently delivered: (i) three (3) business days after the date mailed by certified mail, return receipt requested, postage prepaid, or (ii) when delivered by a nationally recognized overnight delivery service (receipt requested), or (iii) when delivered personally to the party (or an officer of the party) to whom the same is directed, or (iv) when the electronic transmission of electronic mail or fax is successfully completed to the address on record with DS.

Section B. *Attendance as Waiver.* Notice of any meeting required to be given under the provisions of these Bylaws or the laws of the State of Missouri shall be deemed waived by the attendance at such meeting of the party or parties entitled to notice thereof, except where a party or parties attend a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section C. *Waiver of Notice.* Whenever any notice is required to be given to any Member or Director under the provisions of the Articles of Incorporation, these Bylaws, or the Missouri Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

Offices

Section A. *Principal Office.* The principal office of DS shall be located in the State of Missouri, at such place as the Board of Directors shall designate from time to time.

Section B. *Registered Office and Registered Agent.* DS shall have and continuously maintain a registered office and a registered agent within the State of Missouri. The Board of Directors, from time to time, may change the registered agent and the address of the registered office.

Section C. *Additional Offices.* DS may also have an office or offices within or without the State of Missouri as the Board of Directors may from time to time establish.

ARTICLE XI

Seal

DS shall have no corporate seal.