

Greater SWVA Digital Collaborative (GSDC)

By-laws, Approved 2023-04-28

This document, in concert with the [Conflict of Interest Policy](#) and [Code of Conduct](#) appended below, summarizes the SWVA Working Group's decisions regarding the initial governance of the Greater SWVA Digital Collaborative (GSDC). Once elected in June/July 2023, the Advisory Board will carry forward the governance work of GSDC, including amending these by-laws as needed. Note that the election design described in the initial by-laws is for the inaugural Advisory Board only.

Governance Group Name	Advisory Board
Advisory Board Start Date	July 1, 2023
Governing Structure <i>Who reports to whom</i>	<p>Advisory Board:</p> <ul style="list-style-type: none">• Bears responsibility for maintaining a healthy relationship and expectations with VT Libraries and any other host(s) and partners• Oversees the creation, monitoring, and dissolution of subcommittees and task forces; invites and monitors individual contributors as needed for smaller efforts• Engages in top-level decision making regarding the SWVA content contributed by partners and members of the GSDC <p>Virginia Tech:</p> <ul style="list-style-type: none">• Bears responsibility for maintaining a healthy relationship and expectations with GSDC and any other host(s) and partners• Oversees the technical responsibilities associated with GSDC and SWVA• Contributes at least one Advisory Board member at all times and must also appoint an official alternate who can attend meetings and assist the Board when necessary• Serves as the Administrative Host in 2023
Number of Advisory Board members	<ul style="list-style-type: none">• 9-13
Advisory Board Member Qualifications	<ul style="list-style-type: none">• For the first Advisory Board, only representatives that engaged in the planning or implementation of the June 2022 meeting series are eligible
Advisory Board - Constraints	<ul style="list-style-type: none">• No more than two representatives per engaged institution may serve as Advisory Board members at a time• Host institution (Virginia Tech) must have at least one Advisory Board member at all times, and must also appoint an official alternate who can attend meetings and assist the Board when necessary• Advisory Board members should always represent a diverse range of institutional types
Selection process for the first Board	<ul style="list-style-type: none">• A call for nominations will be issued by the Working Group no later than April 30, 2023• Only representatives of institutions that engaged in the planning or implementation of the June 2022 meeting series are eligible for the following:<ul style="list-style-type: none">◦ To nominate candidates (including via self-nomination)◦ To become a candidate◦ To vote in the first election

	<ul style="list-style-type: none"> • There is no limit on the number of people eligible from each institution to nominate, self-nominate, or become a candidate for the Advisory Board • The Working Group will contact all eligible nominees by May 31, 2023, to gauge their willingness to become a candidate and to collect short bio sketches (or links to bios) for each candidate that will be shared with the full community during the election process • The Working Group will host an election in June 2023 <ul style="list-style-type: none"> ◦ Each institution is limited to two votes in this election. In cases where more than two individuals in an institution have a vested interest and want to engage in the election, all individuals from that institution are encouraged to come to consensus about how to "spend" their institutional votes • The Working Group will announce the 9-13 members of the first Board by or before July 1, when the elected Advisory Board will take office • In order to establish rolling cohorts with annual elections, in the first meeting of the Advisory Board, at least three Advisory Board members will elect to serve a three-year term, at least three will elect to serve a two-year term, and at least three will elect to serve a one-year term • These initial cohorts of elected Advisory Board members will determine the process for electing future Advisory Board members
Advisory Board Member term length, renewals, limits <i>for the first Board</i>	<p>Term length:</p> <ul style="list-style-type: none"> • 3-year terms; first Board of Advisory Board Members should have staggered terms so rolling cohorts are established <hr/> <p>Renewal options:</p> <ul style="list-style-type: none"> • Advisors in good standing (see the GSDC Code of Conduct and Conflict of Interest Policy) may be renewed for a second term, subject to appointment/approval by the Board (total consecutive maximum, 6 years) • When an Advisor departs the Board, they become eligible to rejoin the Board after a one-year break in service
Advisory Board Member Vacancies, Removals	<p>Process if Advisory Board Member elects to leave:</p> <ul style="list-style-type: none"> • The Advisory Board Member must alert the Chair and they jointly plan the date of departure • The Chair conveys the departure information to the Board and to the technical and administrative host • The Chair ensures that the departing Advisory Board Member is off-boarded, including revoking access and subscriptions to email lists, shared drives, and other work elements as needed <hr/> <p>Process to remove a Advisory Board Member:</p> <ul style="list-style-type: none"> • In cases of a breach of the Conflict of Interest policy, code of conduct violations, or inactivity/lack of attendance, an Advisory Board Member may be asked to step down • Any Board member may call for the removal of an Advisory Board Member by contacting the Chair in writing with a reason for the request; If the Board member is calling for the removal of the Chair, they may do so by contacting either of the officers (Treasurer, Secretary) in writing with a reason for the request. • The Chair (or officer) then brings the removal request to the attention of the Board for evaluation • If a Conflict of Interest policy breach, code of conduct violation, or inactivity allegation is substantiated, the Chair may ask the board member to step down voluntarily • If the board member refuses to voluntarily step down, the Board may vote on the removal; the Board must have a quorum (more than half) present for this vote and can pass the removal with majority vote <hr/> <p>Process to replace a Advisory Board Member that departs:</p>

	<ul style="list-style-type: none"> • The Board may choose to recruit a replacement Advisory Board Member immediately or hold off until the next election cycle. • The Advisory Board Member's replacement will be elected using the same strategy that is used during usual election cycles • The Advisory Board Member's replacement will fulfill the remaining years of the departing member's current term • The Advisory Board Member's replacement will be eligible to renew for an additional term under established renewal options (above), even if the departing member was in a second and final term at the time of departure
Officers	<p>Positions and responsibilities:</p> <ul style="list-style-type: none"> • Chair: Convene, lead Board • Treasurer: Fiscal oversight lead • Secretary: Minutes and record-keeping lead <hr/> <p>Process for officer selection:</p> <ul style="list-style-type: none"> • During the first meeting of the Advisory Board in July 2023, the elected members will decide who among the elected body is willing to be put forward as candidates to serve in one of the three officer positions <ul style="list-style-type: none"> ◦ The group will aim to have at least two candidates for each role if possible • The candidates will be put forward to the full community for election and/or for any objections. As previously, each institution can cast no more than two votes for each of the three officer positions <hr/> <p>Term length and limits for officer positions:</p> <ul style="list-style-type: none"> • Two year terms for officers • Officer terms are renewable once
Meeting Schedule	<p>Frequency:</p> <ul style="list-style-type: none"> • Monthly in the first year and as needed; Board may determine thereafter <hr/> <p>Convened by:</p> <ul style="list-style-type: none"> • Chair <hr/> <p>Agenda developed by:</p> <ul style="list-style-type: none"> • Chair
Decision-making process (consensus, vote, quorum for official business to happen)	<p>Processes:</p> <ul style="list-style-type: none"> • (Lazy) Robert's Rules, meaning the Advisory Board is not beholden to follow all of the detailed rules in Robert's Rules but does use the basic framework to pass official decisions and also turns to Robert's Rules if and when they need more process for a meeting, discussion, or decision <hr/> <p>Quorum requirement:</p> <ul style="list-style-type: none"> • More than half of the full Board "body" (not limited to those attending live/in person to allow for scheduling and asynchronous participation)
Initial duties, Advisory Board	<ul style="list-style-type: none"> • Meet on an established schedule • Establish and enforce policies and processes <ul style="list-style-type: none"> ◦ Including bylaws, conflict of interest, code of conduct, succession plans • Establish subcommittees; evaluate and dissolve as needed • Formalize the process for electing future Advisory Board members and Officers • Conduct annual elections of Advisory Board members and Officers • Remove and replace Advisory Board members as needed • Request dissolution if/when needed and carry out its terms • Ensure diverse voices are represented as fairly and equitably as possible, both in the collection and in the governance of the digital archive • Select/approve community participants and collections

	<ul style="list-style-type: none"> • Pursue funding opportunities • Host community meetings • Approve the budget • When needed and funded, hire and supervise an executive director, secure insurance as needed • Develop/review/approve/sign organizational host agreement • Actively recruit new organizations to join the collective • Issue classes of memberships and set rules/dues/assessments for members
Full Governance Structure Established by:	<p>Group charged with completion:</p> <ul style="list-style-type: none"> • Working Group, established fall 2022 <p>By-laws completion:</p> <ul style="list-style-type: none"> • Working Group, finalized 2023-04-28 <p>Advisory Board Establish-by Date:</p> <ul style="list-style-type: none"> • July 2023

Related GSDC Official Documents

- [Conflict of Interest Policy](#)
- [Code of Conduct](#)