

**BYLAWS**

Biodiversity Institute, University of Kansas

1345 Jayhawk Boulevard, Lawrence, KS 66045, USA

**1. Purpose**

1.1 Mission

The mission of the Specify Collections Consortium is to advance research and applied uses of the information associated with specimens and samples held in biological and earth science collections. With engagement and collaboration from its member institutions, the Consortium will do this by engineering innovative, open-source software, and by offering training and services to members for the digitization, integration, and curation of collections data. By collaboratively creating and supporting robust platforms and tools, the Consortium will advance the mobilization and engagement of collections data in broader research and computing initiatives for the benefit of its members, science, and society.

1.2 Purpose

This Consortium has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing primary mission purposes. However, the Consortium shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers that are not in furtherance of its primary purposes.

**2. Board of Members**

2.1 General Powers and Responsibilities

The Consortium shall be governed by a Board of Members (the "Board"). The Board shall establish policies and directives governing business and programs of the Consortium and shall delegate to the Consortium Director and staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

2.2 Number and Qualifications

The Board shall have no fewer than 4 members. The number of Board members may be decreased to less than 4 members by the affirmative vote of the then serving Board Members.

Along with up to two members from each of the Founding Member institutions, the Board will also include no more than 6 seats total allocated to Institutions from other levels of institutional membership. The Board will elect such members considering advice from the Executive Director.

A Board member need not be a resident of the State of Kansas, or the United States of America.

In addition to member seats on the Board as described in the Membership Agreement, the Board may elect, up to a maximum of 4 persons as "External Board Members" or "EBMs". EBMs are representatives of non-member organizations. Their appointment to the Board is intended to bring additional perspective to the Board in organizational development, cyberinfrastructure, technology, research, education, or other areas. They may also be appointed to establish strategic relationships with relevant external organizations and initiatives. EBMs shall receive Board communications and participate in meetings of the Board, but will be non-voting members. EBMs will not be counted in determining if a quorum is present at meetings.

The Executive Director of the Consortium will have an *ex-officio Board* seat as a non-voting member.

2.3 Term of Board

Founding Member Institutions shall have up to two permanent seats on the Board, they will appoint their Board representatives.

Board members from institutions of other membership levels will be elected for staggered periods of 1 to 3 years, by current Board members.

External Board Members will have terms of 1 year, and be renewable annually by the Board.

Appointments to the Board shall be renewable and may continue as long as the Member Institution continues to be in good standing.

2.4 Appointment of the Board

Membership of the Board shall be determined by allocation described for each member level in Exhibit A of the Membership Agreement. In the event a member institution does not nominate a person from that institution to fill a Board seat, the existing Board may select a replacement individual from among the other Consortium members.

2.5 Board Compensation

The Board shall receive no compensation. However, nothing in these Bylaws shall be construed to preclude any Board member from serving the Consortium in any other capacity and receiving compensation for services rendered.

2.6 Officers of the Board

The Board of Members will have these officers: Chair, Vice-Chair, Secretary, and Treasurer who will be elected from among existing Members of the Board in a manner to be determined by the Board. Officers will serve in one-year, renewable, positions. In the case of a vacancy, the Board may appoint a replacement before the next annual election of officers. The Chair will work with the Executive Director to call, organize and conduct board meetings and oversee that Consortium staff are working toward the goals and mission of the Consortium. The Vice-Chair will assume the role of Chair if needed, and will also provide oversight as a member of the Executive Committee. The Secretary will, working with staff, oversee the production and dissemination of Consortium meeting minutes and other reports. The Treasurer will oversee the Consortium’s finances, will provide oversight on the development annual budget and for financial reporting to the Board.

2.7 Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the Chair of the Board, Secretary of the Board, or the Consortium Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt.

2.8 Removal

Policies for removal shall be determined by the Board.

2.9 Meetings

Frequency and location shall be determined by the Board.

2.10 Minutes

The Secretary shall have oversight responsibility for the production and dissemination of accurate Board meeting minutes. The Secretary, or staff member designated by the Secretary shall record and prepare the minutes of the meetings. A draft copy of the minutes will be delivered to each Board Member who will then have 20 days to review and request amendments to the minutes. After the 20-day review period, the minutes will be revised if needed, and will be considered final. Draft and final copies of the minutes shall be delivered to each regular and external Board member via regular mail, delivery service, hand-delivered, e-mailed, or may be provided via a web link.

2.11 Quorum

A quorum shall be met when 50% of the number of Board members, plus one, are present.

2.12 Voting

Each Board member shall only have one vote.

2.13 Proxy

Board members shall not be allowed to vote by proxy, but they may cast their vote via mail, e-mail, fax, phone, web poll, or remote teleconferencing.

2.14 Board Member Attendance

Board and Advisory Committee members may participate in Consortium meetings remotely using teleconferencing software or services, such as Skype, Zoom, Google Hangouts, Adobe Connect, phone, or similar.

2.15 Nominations Committee

The Board may deem it advisable to establish a Nominations Committee to recommend candidates to the Board for Board Officers (Executive Committee), Regular and External Board Members, and Science and Technology Advisory Committee Members. The process of appointing members to the Nomination Committee shall be determined by the Board. In the absence of a Nominations Committee, the Board as a whole may recommend and consider candidates for those positions.

 **3. Executive Committee**

3.1 Appointment of Executive Committee

The Executive Committee shall have the authority to act on behalf of the Specify Collections Consortium Board of Members to organize the program for the annual Board meeting, and to deal with any other matters specifically delegated to it by the Board. The Board Chair and Consortium Executive Director will have the discretion to decide whether any matter of the Executive Committee requires Board action. The Board shall have the authority to change or override any decision or action of the Executive Committee.

The Executive Committee shall consist of the Board Chair, Vice-Chair, Secretary, Treasurer, and the Executive Director as an *ex-officio,* non-voting, member.

3.2 Executive Committee Terms of Office & Vacancies

The Board will determine the process for handling election, resignation, replacement, and removal, from the Executive Committee.

**4. Membership**

4.1 Eligibility for Membership

Membership in the Consortium shall be open to any institution/ organization/agency with an interest in the digitization of biological or other natural history collections through the utilization of Consortium software products or services and with the purchase of an annual membership.

4.2 Membership Levels

Shall be defined in the Consortium Membership Agreement, Exhibit A.

4.3 Accessibility of Membership List

The Specify Collections Consortium shall maintain a membership roster of Founding and other members, published electronically through its website.

4.4 Annual Meeting

a) Unless otherwise ordered by a vote of the Board of Members, the Specify Collections Consortium shall organize an annual meeting each year for its membership consisting of two elements:

i. Organized symposia and/or regular sessions for Consortium member users to present talks on topics of interest to the membership relating to best practices, tips, methods, and workflows for museum data processing with Specify.

ii. A business meeting of the Board of Members, and representatives from the various committees for the purposes of conducting any Consortium business, deciding about monetary expenditures, soliciting ideas/proposals for future priorities, discussing issues related to Consortium governance, and to confirm the election of Board or Committee members for the following year.

**5. Advisory Committees**

5.1 Appointment of the Advisory Committees

The Consortium shall have two standing advisory committees: the Technology Advisory Committee and the Science Advisory Committee. Each advisory committee shall be comprised of 1 person from each of the Founding Member institutions, and up to 8 persons representing Consortium institutions from among the other levels of Membership.

Founding Members are entitled to a permanent seat on each advisory committee as stated in the Membership Agreement. Founding Member institutions will appoint, renew and change their appointees as desired.

Committee members from other levels of membership will be appointed by the Board, considering recommendations from the Executive Director. Except for the Founding Member permanent seats, appointments to Committees shall be renewed by the Board.

With the approval of the Board, the Consortium Director may appoint up to 3 additional persons from outside of the Consortium to one-year, renewable, memberships on the Committees. Board members may serve on advisory committees as Chairs or regular members.

5.2 Technology Advisory Committee

The Technology Advisory Committee shall advise the Board of Members in matters relating to new technologies, information standards, and network protocols, particularly of their relevance for evolving the Consortium’s software and services for advancing the mission and goals of member institutions and of the broader biodiversity informatics community.

Members of the TAC will be appointed by the BoM with advice offered by Staff, and according to the rules and capacity specified in the SCC Membership Agreement and Bylaws. Committee members will be appointed with tenures of 1 to 3 years to allow for staggered replenishment with new members. The Committee will have a Chair and a Secretary who will run and organize the meetings with planning and logistics assistance from Staff. The Committee will nominate a Chair for a one-year, renewable term, who will then need to be approved by the BoM but who need not be a member of the Board. The TAC Chair will be responsible for communicating findings and reports to the BoM from regularly scheduled TAC meetings held twice a year. The Committee Secretary will be appointed by the Committee Chair and will act in place of the Chair, in the Chair's absence. Both officers will have voting privileges on the Committee. Ad hoc meetings of the Committee may also be called at the Chair's discretion. Meetings may be virtual or physical. Deliberations and voting in Committee meetings shall be in accordance with Robert's Rules of Order. A quorum will be half of the currently appointed members. Members of staff and members of the BoM will be invited to TAC meetings as non-voting, ex-officio, participants.

5.3 Science Advisory Committee

The Science Advisory Committee shall advise the Board of Members in matters relating to the requirements of member institution scientists for their research data processing, including feedback from Consortium Member curators, collection managers and researchers on science or data initiatives relevant to the advancement of the collections research goals of member institutions.

Members of the SAC will be appointed by the BoM with advice offered by Staff, and according to the rules and capacity specified in the SCC Membership Agreement and Bylaws. Committee members will be appointed with tenures of 1 to 3 years to allow for staggered replenishment with new members. The Committee will have a Chair and a Secretary who will run and organize the meetings with planning and logistics assistance from Staff. The Committee will nominate a Chair for a one-year, renewable term, who will then need to be approved by the BoM but who need not be a member of the Board. The SAC Chair will be responsible for communicating findings and reports to the BoM from regularly scheduled SAC meetings held twice a year. The Committee Secretary will be appointed by the Committee Chair and will act in place of the Chair, in the Chair's absence. Both officers will have voting privileges on the Committee. Ad hoc meetings of the Committee may also be called at the Chair's discretion. Meetings may be virtual or physical. Deliberations and voting in Committee meetings shall be in accordance with Robert's Rules of Order. A quorum will be half of the currently appointed members. Members of staff and members of the BoM will be invited to SAC meetings as non-voting, ex-officio, participants.

**6. Amendments to the Bylaws**

Bylaws may be amended without formal modification to the Membership Agreement by a 2/3 affirmative vote of the Board of Members.