



## PROJECT RESHARE GOVERNANCE AND BYLAWS

*Amended and approved April 20, 2020*

### 1. **ARTICLE I. NAME AND PURPOSE**

- 1.1. The name of the organization is Project ReShare (ReShare).
- 1.2. Project ReShare is a community of libraries, service providers, developers and related organizations supporting an open source, community-owned and driven, resource sharing platform for libraries.
- 1.3. The name of the Project ReShare product is ReShare.
- 1.4. Project ReShare is organized exclusively to create, promote, and advance the ReShare software for interlibrary loan, consortial borrowing, and resource sharing purposes among all types of libraries and service providers.

### 2. **ARTICLE II MEMBERSHIP**

#### 2.1. *Members*

- 2.1.1. There is only one type of Membership in Project ReShare; known simply as Member(s).
- 2.1.2. The membership roster is maintained on the ReShare website.
- 2.1.3. At the initial dated acceptance of this document, the original Project ReShare Steering Committee shall be referred to as Charter Members. They are as follows:
  - 1) Duke University (Academic Library)
  - 2) GWLA aka Greater Western Library Alliance (Consortium)
  - 3) Index Data (Developer)
  - 4) Knowledge Integration (Developer)
  - 5) MCLS aka Midwest Collaborative for Library Services (Consortium)
  - 6) Northwestern University (Academic Library)
  - 7) PALCI aka Pennsylvania Academic Library Consortium, Inc. (Consortium)
  - 8) TAL aka The Alberta Library (Consortium)
  - 9) TRLN aka Triangle Research Libraries Network (Consortium)
  - 10) University of Chicago (Academic Library)
  - 11) University of Houston (Academic Library)
  - 12) University of Pennsylvania (Academic Library)

#### 2.2. *Official Representation*

- 2.2.1. Each ReShare Member's organizational administrative head (e.g., dean, director, executive director, president, etc.) shall designate one (1) official representative as the ReShare Member Voting Representative.
- 2.2.2. This representative shall have full authority to vote and make decisions on behalf of the Member in all matters relating to ReShare and may participate in the Steering Committee if elected.
- 2.2.3. Should the Voting Representative become unavailable for any reason, the Member's administrative head may designate a proxy ReShare Voting Representative on a temporary basis up to (but no longer than) six (6) months.

### 2.3. *Membership Eligibility and Requirements*

- 2.3.1. To be eligible for membership, the potential member(s) should recognize that Project ReShare will operate as an open community, encouraging wide and diverse participation by libraries, consortia, vendors, service providers, and others aligned with the purpose and mission of this community.
- 2.3.2. Libraries, Consortia, or Service Providers, or other related organizations interested in applying for Member status should send the following documents to the Chair of the ReShare Steering Committee:
  - a. A Statement of Interest describing your desire to join this community
  - b. A Statement of Commitment describing your organization's contribution to the project and the ReShare community. Include any monetary commitment (e.g., member fee), development resources and/or other commitments you propose to be considered as part of this process.
  - c. A description of your organization
  - d. Your contact information

### 2.4. *Process*

- 2.4.1. After receiving your application, the Steering Committee will review the request for membership based upon criteria stated in the Bylaws, along with a review of submitted statements of interest and commitment. All applications recommended by the Steering Committee will be put out to the ReShare Member Community for comment and a vote.
- 2.4.2. If the ReShare Member Community approves offering member status, the Chair of the Steering Committee will make an offer to the applying party. The new Member shall submit the first year's financial commitment within 30 business days to the Project ReShare Treasurer.
- 2.4.3. Should the ReShare Member Community not approve offering member status to an applicant, the Chair of the Steering Committee will notify the applicant in writing with an explanation of the decision.

### 2.5. *Membership Memorandum of Understanding (MOU)*

- 2.5.1. Each Member's administrative head shall sign a Memorandum of Understanding at the beginning of their first year of membership.
- 2.5.2. This MOU is automatically renewed on the first day of the Project ReShare fiscal year unless the member notifies the Chair of the Steering Committee for the intent to withdraw their membership.
- 2.5.3. Notice for membership withdrawal must be delivered in writing to the Steering Committee Chair no less than ninety (90) days prior to the end of the current fiscal year.

### **3. ARTICLE III. Certified Service Providers (CSP)**

- 3.1. *Providers*
  - 3.1.1. A CSP is a trusted partner and community contributor to Project ReShare.
  - 3.1.2. CSPs demonstrate expertise and significant community effort to support ReShare’s open technologies by contributing a minimum number of hours of in-kind community contribution annually in addition to their yearly monetary contribution.
- 3.2. All ReShare members (commercial, consortia, libraries) may apply to be a Certified Service Provider (CSP).
  - 3.2.1. The Certified Service Provider roster is maintained on the ReShare website.
- 3.3. *Certified Service Provider Eligibility and Requirements*
  - 3.3.1. To be eligible for CSP status, the potential certified provider should recognize that Project ReShare will operate as an open community, encouraging wide and diverse participation by libraries, consortia, vendors, service providers, and others aligned with the purpose and mission of this community.
  - 3.3.2. All current ReShare Members who wish to become a CSP should send the following documents to the Chair of the ReShare Steering Committee:
    - a. A Statement of Interest describing your desire to become a CSP
    - b. A Statement of Commitment describing your organization’s contribution to the project and the ReShare community. Include any monetary commitment (e.g., member fee), development resources, and/or other commitments you propose to be considered as part of this process.
    - c. A description of your organization
    - d. Your contact information
- 3.4. *Process*
  - 3.4.1 After receiving your application, the Steering Committee will review the request for membership based upon criteria stated in the Bylaws, along with a review of submitted statements of interest and commitment. All applications recommended by the Steering Committee will be put out to the ReShare Member Community for comment and a vote.
  - 3.4.2. If the ReShare Member Community approves offering member status , the Chair of the Steering Committee will make an offer to the applying party. The new Member shall submit the first year’s financial commitment within 30 business days to the Project ReShare Treasurer.
  - 3.4.3. Should the ReShare Member Community not approve offering member status to an applicant, the Chair of the Steering Committee will notify the applicant in writing with an explanation of the decision.
- 3.5. *Certified Service Provider Memorandum of Understanding (MOU)*
  - 3.5.1. Each Member’s administrative head shall sign a Memorandum of Understanding at the beginning of their first year being a CSP.
  - 3.5.2. This MOU is automatically renewed on the first day of the Project ReShare fiscal year unless the CSP notifies the Chair of the Steering Committee for the intent to withdraw their service provider status.

- 3.5.3. The notice for Certified Service Provider withdrawal must be delivered in writing to the Steering Committee Chair no less than ninety (90) days prior to the end of the current fiscal year.

#### **4. ARTICLE IV. MEETINGS**

- 4.1. *Annual Meeting*
  - 4.1.1. Project ReShare shall hold at least one official business meeting annually for the purpose of conducting ReShare business. Those in attendance and eligible to vote shall be the official member representative or appointed proxy.
  - 4.1.2. Other business by the Steering Committee, Project Management Team, Development Team, or Subject Matter Experts (SME) may be conducted throughout each calendar year on a need basis.
  - 4.1.3. All meetings may be held face-to-face, via audio or video conference calls, and/or other alternative means which provide active participation opportunities for all members.
  
- 4.2. *Parliamentary Authority*
  - 4.2.1 In all matters of parliamentary procedure not covered by the ReShare Bylaws, the latest edition of Robert's Rules of Order serves as the authority for all meetings.
  - 4.2.2 The Steering Committee Chair shall appoint a parliamentarian for each official business meeting.
  
- 4.3. *Quorum*
  - 4.3.1 For purposes of voting, a quorum consists of a simple majority (50% plus 1) of the members.
  
- 4.4. *Voting*
  - 4.4.1 It is hoped and highly desired that all issues needing a vote would be reached by community consensus. However, if consensus is not achieved and the need for actual voting occurs, each Member organization shall have one (1) vote.

#### **5. ARTICLE V. OFFICERS AND STEERING COMMITTEE**

- 5.1. *Steering Committee Elected Officers*
  - 5.1.1. Steering Committee Elected Officers include the Steering Committee Chair, Vice-Chair/Chair-Elect, Past Chair, and Secretary. The term of each elected office is one year beginning January 1 of each calendar year and, with the exception of the Past Chair, are elected by the vote of the entire Steering Committee.
  - 5.1.2. The Treasurer is the Project ReShare Fiscal Agent or appointed representative.
    - a. The Treasurer is not an elected office and shall not have term limits.
    - b. If the Fiscal Agent changes, then the Treasurer shall also change.
  - 5.1.3. Elected Officers serve as the Executive Committee of the Steering Committee. The Treasurer is a non-voting member of the Executive Committee. In the event that an elected officer is unable to complete his/her term of office, the Chair, in conjunction with the Steering Committee, shall name a replacement until the next election cycle.

## 5.2. *Steering Committee Role*

- 5.2.1. The Steering Committee provides comprehensive oversight for the ReShare community and is responsible for setting the strategic roadmap, arbitrating resource allocation and commitment, and managing risk and funding for the Community efforts. Members of the Steering Committee represent their organization but fundamentally act in the interest of the Community. The Steering Committee charges additional operational groups and will populate those groups with relevant subject matter experts.
- 5.2.2. The voting membership of the Steering Committee includes the four (4) elected officers, the Treasurer, and eight (8) elected At-Large Members. Each ReShare Member organization may have no more than one (1) voting Steering Committee Member.
- 5.2.3. At the initial dated acceptance of this document, the initial Steering Committee comprises representatives from the original Charter Members of Project ReShare with staggered terms set by the Steering Committee.
  - a. As the Steering Committee's Charter members' terms expire, Members will elect Steering Committee representatives to open positions, with three Steering Committee positions reserved for three (3) Charter Members selected by the Steering Committee, for the purposes of continuity during the first five (5) years only. In its sixth year and beyond, all twelve (12) elected Steering Committee Members shall be elected from the Members group.
  - b. The terms of Steering Committee membership will be on a staggered rotating basis to ensure continuity.
  - c. The term of Steering Committee membership is a two-year commitment. Each Steering Committee member may be elected to serve one (1) additional consecutive term. After serving two (2) successive terms, Voting Representatives must rotate off of the Steering Committee for at least a one (1) year period before becoming eligible to serve once again on the Steering Committee.
  - d. Other members may be appointed to serve as a non-voting ex officio.
- 5.2.4. Per Robert's Rules of Order, any ex-officio members may not be counted in requiring a quorum or determining if a quorum is present.

## 5.3. *Quorum*

- 5.3.1. For purposes of voting, a quorum consists of a simple majority (50% plus 1) of the Steering Committee.

## 5.4. *Voting*

- 5.4.1. It is hoped and highly desired that decisions for all issues needing a vote would be reached by community consensus. However, if consensus is not achieved and the need for actual voting occurs, each Steering Committee member except for the Chair shall have one (1) vote.
- 5.4.2. The Chair shall only vote to break a tie.

## **6. ARTICLE VI. FINANCIAL PROVISIONS**

Project ReShare is funded by annual contributions (both monetarily and/or in-kind) and from grant money, both public and private. The current contributions structure is reviewed

annually by the Steering Committee and then recommended to the Members for voting at the yearly business meeting. Contributions are collected from the Members prior to the beginning of each fiscal year.

- 6.1 The fiscal year for Project ReShare shall be July 1-June 30.
- 6.2 Should a Member decide not to continue their membership; they should inform the Chair of the Steering Committee by May 1 of the last year of membership.
- 6.3 The Treasurer shall provide an annual report by September 1 of the next fiscal year.

## **7. ARTICLE VII. BYLAWS CHANGES OR AMENDMENTS**

- 7.1. The Bylaws may be amended by a three-fourths majority vote of all ReShare Members casting a ballot.
- 7.2. Voting ballots may be distributed to Voting Representatives electronically to allow at least fourteen (14) business days for discussion and response.
- 7.3. Notice of a potential change of the Bylaws must be submitted in writing to the entire membership at least thirty (30) days prior to the annual business meeting.
- 7.4. A discussion of the proposed changes may be conducted either at the annual business meeting or via other means as decided by the Steering Committee.
- 7.5. The final vote, written or voice, may be taken at the annual business meeting or utilizing other measures determined by the Steering Committee, ensuring the identification and vote of each Member's authorized Voting Representative.

*Bylaws originally adopted by a unanimous decision of the Steering Committee on Monday, March 30, 2020.*

*Current version revised to incorporate legal counsel suggestions. A motion to approve the revised bylaws was made by Lisa Croucher, seconded by Tim McGeary. Bylaws were adopted as amended by a unanimous vote of the Steering Committee on Monday, April 20, 2020.*