



BYLAWS OF PROJECT RESHARE

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ARTICLE I - NAME AND PURPOSE

Section 1.1 **Name.** The name of this organization shall be Project ReShare.

Section 1.2 **Purpose.** Project ReShare's vision is to serve as libraries' competitive advantage in developing the most compelling innovation and agency in support of collections and resource sharing, while maintaining an inclusive and sustainable ecosystem that is fully accountable to its community of co-investors. In service to this vision, ReShare's mission is to set the standard for how libraries collaborate, partner, share resources, and connect patrons to the information they require by developing user-centered, standards-based, community-driven, and community-owned library technologies and tools.

ARTICLE II - MEMBERSHIP

Section 2.1 **Eligibility.** Membership shall be open to library institutions, consortia, and other organizations committed to the purpose of Project ReShare.

Section 2.2 **Rights and Responsibilities.** Project ReShare is accountable to its members and exists to address the collections and resource sharing needs expressed by its member organizations. Members are expected to actively contribute to the development, resourcing, implementation, and promotion of Project ReShare initiatives, pay dues, and abide by Project ReShare member policies, including the ReShare Code of Conduct. Each member organization is entitled to one vote on matters requiring a decision by the full membership. Each member is also entitled to member benefits set forth in Project ReShare's membership policies.

Section 2.3 **Representation.** Members are required to designate a member representative who will be responsible for voting on behalf of the member on issues impacting Project ReShare collectively. Additional responsibilities may be assigned to this designated member as outlined in the Project ReShare's policies.

Section 2.3.1 **Alternates.** A designated member representative can nominate a substitute for a defined objective or timeframe. An email from the representative to the Steering Committee Secretary appoints the substitute and outlines the appointment's purpose and duration.



Section 2.4 **Dues.** Membership dues shall be determined annually by the Steering Committee. In setting dues, the Steering Committee shall consider both the amount needed to carry out Project ReShare's activities and the need to keep dues affordable. Dues shall be announced to members no later than ninety days prior to the start of the fiscal year. The membership year shall follow that of its fiscal sponsor. Dues shall be paid in accordance with Project ReShare's membership policies. Dues shall be prorated on six (6) month intervals for new members joining Project ReShare.

Section 2.4 **Admission.** Admission to membership requires a simple majority vote by the existing membership. Candidate organizations seeking membership shall submit an expression of interest detailing their commitment to and alignment with the mission of Project ReShare and other documentation as required by Project ReShare's membership policies. The Steering Committee shall review applications and submit recommendations for membership to the full membership for a vote.

Section 2.5 **Withdrawal.** Members may withdraw from Project ReShare effective at the end of the fiscal year upon written notice, provided such written notice is given to the Secretary at least 60 days before the end of the fiscal year. Dues shall not be refunded for institutions that withdraw from Project ReShare.

Section 2.6 **Removal.** Membership may be revoked with cause, such as failure to meet membership obligations or actions detrimental to the objectives of Project ReShare or in violation with Project ReShare's Code of Conduct. Removal requires a preliminary review by the Steering Committee to determine if there is cause for removal. If cause is found, the member in question must be notified in writing of the reasons for the proposed removal and given an opportunity to respond. A two-thirds vote of the membership is required for removal.

ARTICLE III - GOVERNANCE

Section 3.1 **Steering Committee.** The Steering Committee shall be the principal governing body of Project ReShare, responsible for strategic direction and general oversight, subject to the fiscal sponsor's discretion and control in exercising its fiduciary responsibilities.

Section 3.1.1 **Eligibility.** Named voting representatives from each member organization in good standing are eligible to be elected to and serve on the Steering Committee.



Section 3.1.2 Number and Qualification. The number of voting members constituting the Steering Committee shall be not less than seven (7) nor more than eleven (11) members, including one (1) representative from a Project ReShare Service Provider, and such number shall be set by the vote of the Steering Committee from time to time. The Steering Committee shall also have the authority to appoint ex officio members as needed from time to time, who shall serve in a non-voting capacity.

Section 3.1.3 Term. Each Steering Committee member shall be elected for a three (3) year term and until his or her successor has been selected and qualified, or until his or her resignation or removal. The Steering Committee shall be divided into three (3) groups, with the term of office of one group expiring each year. No Steering Committee member shall serve more than two (2) consecutive terms. In order to be re-elected to the Steering Committee after two (2) consecutive terms, said Steering Committee member must rotate off of the Steering Committee for at least one (1) full year.

Section 3.1.4 Nomination Process. The Steering Committee shall issue a call for nominations at least 60 days before the upcoming fiscal year. Candidates shall submit their nominations (and supporting documentation) in writing to the Steering Committee at least 30 days before the upcoming fiscal year.

Section 3.1.5 Steering Committee Election. Election of the Steering Committee shall be by electronic ballot. Voting shall begin no less than 30 days before the fiscal year ends and conclude no less than 5 days before the fiscal year ends. Results shall be announced in an electronic communication to the membership.

Section 3.1.6 Vacancies. Any vacancy on the Steering Committee, occurring prior to the annual election, including resignations and removals, may be filled at either a regular or special meeting of the Steering Committee by a simple majority vote of the remaining Steering Committee members. Each individual so selected to be a member shall serve the balance of the unexpired term, and until a successor has been selected and qualified or until his or her earlier death, resignation or removal.

Section 3.2 Fiduciary Responsibilities. The board of directors of the fiscal sponsor has fiduciary responsibilities for Project ReShare.

Section 3.3 Elected Officers. The officers of the Steering Committee shall be elected annually by the members of the Steering Committee to serve two-year terms. An officer is



eligible to succeed himself or herself in office, or to succeed any other officer, without limitation as to the number of terms in a particular office or as an officer. Election to office will be by a simple majority vote of a quorum of the Steering Committee and shall include two Co-Chairs, Secretary, and Treasurer each with specific roles and responsibilities as follows:

Section 3.3.1 **Co-Chairs.** The Co-Chairs shall preside over all meetings of the Steering Committee and the general membership. The Co-Chairs are jointly responsible for leading Project ReShare in accordance with the strategic direction, policies, and Code of Conduct established by the Steering Committee, acting as the primary spokespersons for the organization, and ensuring effective communication among members and committees. The Co-Chairs are also responsible for overseeing the coordination of committee activities and working groups, ensuring that their efforts align with the organization's mission and strategic objectives. The Co-Chairs shall serve staggered terms to ensure continuity.

Section 3.3.2 **Secretary.** The Secretary shall be responsible for maintaining the official records of Project ReShare, including minutes of Steering Committee and general membership meetings, bylaws, and other official documents. The Secretary shall also manage communications and correspondence, ensuring that members are kept informed of meetings, decisions, and other important information.

Section 3.3.3 **Treasurer.** The Treasurer shall oversee the financial management of Project ReShare in collaboration with the fiscal sponsor. Responsibilities include developing and presenting annual budgets for approval by the Steering Committee, monitoring financial activities, and reporting on the financial status of Project ReShare to the Steering Committee and general membership at community meetings or as requested by the Steering Committee.

Section 3.4 **Meetings.** The Steering Committee shall meet at least monthly, with additional meetings as necessary.

Section 3.5 **Steering Committee Voting.** The Steering Committee is empowered to vote on business, and issues delegated to the Steering Committee by the membership. A quorum for voting by the Steering Committee shall consist of a simple majority of its members.

Section 3.6 **Committees and Groups.** The Steering Committee may establish Sub-Committees and Working Groups as necessary to advance the mission of Project



ReShare. Sub-Committees and Working Groups shall be composed of volunteers from the membership, appointed by the Steering Committee.

Section 3.6.1 **Committees.** The Steering Committee may form Committees to steward the regular business of Project ReShare Steering Committee, such as Finance. Committee Charters must be submitted to the Steering Committee for approval and review. Each Committee must designate one representative to serve as a voting member of the Steering Committee.

Section 3.6.2 **Working Groups.** The Steering Committee may form additional ad hoc groups to recommend, advise, and execute the business of Project ReShare, under the stewardship of the Steering Committee.

Section 3.7 **Community Meetings.** Community meetings of the membership shall be held for reporting to the membership, election of Steering Committee members, and conducting other business. Meetings will be held at least once per year to ensure transparency and facilitate engagement with the members.

Section 3.8 **Membership Voting.** For decisions requiring a vote of the full membership, including the admission of new member organizations, a quorum shall consist of at least one-third of all member organizations. Voting on matters requiring the vote of the full membership shall be conducted electronically, with each member organization having one vote. Decisions are made by a simple majority of members participating in the vote.

ARTICLE IV - FISCAL SPONSORSHIP

Section 4.1 **Fiscal Sponsor.** A qualified 501(c)(3) non-profit organization shall act as the fiscal sponsor of Project ReShare.

Section 4.2 **Financial Management.** The fiscal sponsor shall manage the financial stewardship of Project ReShare in accordance with the fiscal sponsorship agreement and Project ReShare's finance policies.

ARTICLE V - AMENDMENTS

Section 5.1 **Proposal.** Amendments to the Bylaws shall be proposed in writing, and may be introduced by the Steering Committee or any member of Project ReShare. An annual review will be undertaken by the Steering Committee.



Section 5.2 **Procedure.** These bylaws may be amended by a two-thirds vote of the Steering Committee, provided that proposed amendments are circulated to the membership at least 30 days prior to the vote.

Section 5.3 **Review Process.** The Steering Committee will have a formal review process for the organization's bylaws biennially in even-numbered years. The review process will include members of the community-at-large and representatives from standing groups within the organization.

ARTICLE VII - DISSOLUTION

Section 6.1 **Procedure.** Upon dissolution of Project ReShare, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.