



BYLAWS FOR GOVERNANCE OF ARCHIVESPACE

(Revised 29 March 2018)

ARTICLE I - PURPOSE

This document sets forth the governance structure to be employed by ArchivesSpace for sustaining the continued viability of ArchivesSpace open source archival management software and services and to ensure that ArchivesSpace continues to meet the needs of the diverse community of institutions holding archives, including small, independent historical archives; academic institutions; state, local, and national governance archives; and private and corporate archives.

ARTICLE II – FOUNDATIONAL DOCUMENTS

ArchivesSpace is governed by an agreement between New York University; the Regents of the University of California on behalf of the University of California, San Diego; and the Board of Trustees of the University of Illinois at Urbana-Champaign, on behalf of its University Library. This agreement (“the Founding Partners Agreement”), which may be amended and updated from time to time, provides for ArchivesSpace a membership-based governance structure, as set forth herein. All governance hereunder must be consistent with the Founding Partners Agreement for as long as that agreement is in effect.

These Bylaws implement a governance structure intended to meet the Founding Partners Agreement goal to ensure the ongoing viability of ArchivesSpace and the ArchivesSpace membership community. Any governance action undertaken pursuant to these Bylaws that could be detrimental to the fiscal stability or sustainability of ArchivesSpace will be subject to approval by New York University, the Regents of the University of California, and the Board of Trustees of the University of Illinois (the three universities hereinafter referred to as “the Founding Partners”).

ARTICLE III - MEMBERSHIP

Section 1: Qualifications. Membership criteria and categories are established by the ArchivesSpace Governance Board, as initially approved by the Founding Partners. Academic archives, non-academic archives, and free-standing archives are eligible for ArchivesSpace membership.

Section 2: Member Representatives. Each member institution (“Member”) is entitled to one voting representative to be designated by the Member. Any Member may, by written notice to the ArchivesSpace Program Manager, designate a new voting representative.

Each Member shall also designate a representative to serve as an operational liaison to the ArchivesSpace Organizational Home. This operational representative may be the same as the voting representative or a different person as determined by the Member.

Section 3: Powers Reserved to the Members. The powers reserved to the Members are the following:

1. To nominate and elect the members of the ArchivesSpace Governance Board
2. To nominate representatives to the Technical Advisory Council and the Users Advisory Council (see Article V below)
3. To vote on issues brought before the full membership

Section 4: Member Benefits. Members enjoy certain benefits such as access to community support services, special documentation, etc. These benefits are determined by the ArchivesSpace Governance Board and specified in the Membership Agreement.

Section 5: Voting Rights. Each Member's voting representative is entitled to one vote in election of members to the ArchivesSpace Governance Board and on those issues brought before the full membership.

Section 6: Termination of Membership. A Member will be automatically terminated upon default in the payment of dues, fees, or charges fixed and levied in accordance with their membership agreements.

Any Member may terminate membership by filing with the ArchivesSpace Organizational Home a written notice of resignation signed by an authorized agent of the member institution pursuant to the terms of the membership agreement.

Termination of membership, whether by resignation or failure to pay dues, fees, or other charges will not relieve the Member of the obligation to pay any dues, fees, or other charges accrued and unpaid before the date on which membership is terminated. Upon termination of membership, Members will cease to be eligible for member benefits and their representatives will cease to serve ArchivesSpace in any capacity to which they have been elected or appointed.

ARTICLE IV - MEMBER MEETINGS

Section 1: Meetings. Meetings of the Members may be called upon due notice by the Chair of the ArchivesSpace Governance Board. Meetings may be conducted through telephonic or other electronic means.

Section 2: Notice of Meetings. Written notice, stating the day, hour, and purpose of the Meeting of the Members will be delivered electronically to each voting representative not less than ten (10) business days before the date of such meeting.

Section 3: Quorum. A simple majority of Member voting representatives will constitute a quorum. A quorum is required for the transaction of business at any meeting of the Members.

Section 4: Manner of Acting. At a meeting at which a quorum is present, the act of a two-thirds majority of the Member voting representatives present will be understood to be the act of the Members, except where otherwise provided by law or by these bylaws. The Members may take action on matters submitted to the Members electronically, such action to become effective upon receipt by the ArchivesSpace Program Manager of approval thereof by a majority of Member voting representatives casting votes.

Section 5: Proxies: A voting representative may vote by proxy at any meeting of the Members. The Member must identify a person to serve as a proxy in writing or electronically to the ArchivesSpace Program Manager. A proxy identified in this manner shall only be valid for the meeting for which the proxy was selected.

ARTICLE V - GOVERNANCE STRUCTURE

Section 1. ArchivesSpace Governance Board. The ArchivesSpace Governance Board provides overall direction for ArchivesSpace and ensures adherence to the objectives and guiding principles of ArchivesSpace. The ArchivesSpace Governance Board is also responsible for recommending to the Founding Partners membership fees and allocations of funds toward the ongoing enhancement of the ArchivesSpace software and services.

Board membership will consist of nine (9) voting members, as follows: five (5) elected members, one (1) from each of the five membership categories; and four (4) standing members: one (1) designated by each of the three (3) Founding Partners and one (1) designated by the senior management of the Organizational Home.

Elected members shall serve for a period of three (3) years, renewable once, before term limiting off for at least one full year. Each standing or ex-officio member shall serve as long as he or she holds his or her qualifying position.

Annually, the Governance Board will select one of its members to serve a three-year term: one year as Vice-Chair, one year as Chair, and one year as Past-Chair. The Chair will preside over meetings and oversee the governance activities conducted under these Bylaws.

The ArchivesSpace Governance Board may elect or appoint other officers or liaisons as it deems necessary to ensure effective governance activity.

The ArchivesSpace Governance Board will have general authority over the Users Advisory Council and the Technical Advisory Council (see Sections 3 and 4 following).

Section 2: Nominating Committee. There will be a Nominating Committee to solicit and select nominees to run for election to the ArchivesSpace Governance Board and for appointment to

the Technical and Users Advisory Councils. The Nominating Committee will be appointed by the ArchivesSpace Governance Board and will consist of nine (9) members with, the Past-Chair of the ArchivesSpace Governance Board serving as its Chair; the Chair of the Users and Technical Advisory Councils (see Sections 3 and 4 following); five (5) members-at-large representing the five ArchivesSpace membership levels; and, the ArchivesSpace Program Manager (*ex officio*). The five members-at-large will be selected and appointed annually at the start of the nomination/election process.

The Nominating Committee will solicit nominees for the ArchivesSpace Governance Board to fill vacancies among the Member-at-Large representatives. The Nominating Committee will also solicit nominees from various membership levels for appointment to the Users and Technical Advisory Councils as needed.

Section 3: Users Advisory Council. There will be a Users Advisory Council (“UAC”) to facilitate community engagement, and to serve as a communication conduit between the ArchivesSpace Governance Board and ArchivesSpace member users. Members of the UAC will be appointed by the ArchivesSpace Governance Board through a community nomination process administered by the Nominating Committee.

Members shall serve two-year terms, renewable once, before term limiting off for at least one full year. Terms will be staggered.

The purpose of the UAC includes but is not limited to:

- In collaboration with the Technical Advisory Council, receive, suggest, discuss, and vote on ideas for software enhancements and priorities.
- Maintain liaison with national and regional archives communities including SAA, ALA, AAM, AASLH, and other relevant professional groups.
- Advise the ArchivesSpace Governance Board and the ArchivesSpace Organizational Home on the design and delivery of services, such as community support services, technical support, documentation, training, migration, hosting, etc.
- Provide ongoing updates to the user documentation.
- In collaboration with the Technical Advisory Council, conduct user testing of the application prior to releases and conduct ongoing usability studies as needed.

By election or selection, the UAC will identify a Chair and Vice-Chair, for approval by the ArchivesSpace Governance Board. The Chair, with the support of the Vice-Chair, will be responsible for 1) creating *ad hoc* work groups to accomplish the work of the UAC, 2) keeping summary minutes of meetings, 3) and reporting to the ArchivesSpace Governance Board all recommendations and actions of the UAC. A member of the ArchivesSpace Governance Board will serve as liaison to the UAC.

Section 4: Technical Advisory Council. There will be a Technical Advisory Council (“TAC”) to provide technical guidance and encourage an active community of developers. Non-Members may also serve on the Technical Advisory Council. Members of the TAC will be appointed by the

ArchivesSpace Governance Board through a community nomination process administered by the Nominating Committee.

Members shall serve two-year terms, renewable once, before term limiting off for at least one full year. Terms will be staggered.

The purpose of the Technical Advisory Council includes but is not limited to:

- Provide overall technical guidance and liaise with the Core Committers group as needed.
- In collaboration with the Users Advisory Council, receive, suggest, discuss, and vote on ideas for software enhancements and priorities.
- Identify integration points for ArchivesSpace with other systems (e.g., digital asset management systems, patron and request management systems, etc.)
- Provide guidance to users on existing migration pathways and identify new pathways as needed.
- Provide ongoing updates to the technical documentation.
- In collaboration with the Users Advisory Council, conduct user testing of the application prior to releases.

By election or selection, the TAC will identify a Chair and Vice-Chair, for approval by the ArchivesSpace Governance Board. The Chair, with the support of the Vice-Chair, will be responsible for 1) creating ad hoc work groups to accomplish the work of the Council, 2) keeping summary minutes of meetings, and 3) reporting to the ArchivesSpace Governance Board all recommendations and actions of the TAC. A member of the ArchivesSpace Governance Board will serve as liaison to the TAC.

Section 5: Resignations, terminations, and vacancies. ArchivesSpace Governance Board and Council members may find themselves needing to resign their positions. In such an event, the ArchivesSpace Program Manager will work with the ArchivesSpace Governance Board to ensure that the vacancy is filled, by appointment, through the end of the incumbent's term.

Board or Council membership may be terminated for non-participation as defined in the operational procedures for each body.

ARTICLE VI - DUES AND SERVICE CHARGES

Section 1: Annual Dues and Charges. Subject to Article II, the ArchivesSpace Governance Board will recommend to the Founding Partners the amount of annual dues, fees, and other charges payable to ArchivesSpace by the Members. The dues and service charges payable by the Members may be graduated or varied.

Section 2: Payment of Dues and Charges. The annual dues, fees, and other charges assessed by the ArchivesSpace Governance Board on the Members will be payable on the fifteenth day of July in each year. The dues, fees, and other charges so assessed on a new Member will be pro-

rated from the first day of the month following which such new institution becomes a Member for the remainder of the ArchivesSpace fiscal year.

ARTICLE VII - AMENDMENTS TO BYLAWS

The Bylaws may be amended by a majority of the members of the ArchivesSpace Governance Board, and ratification by the Founding Partners.

ARTICLE VIII - CONFLICTS OF INTEREST

If any member of the ArchivesSpace Governance Board has a financial or personal interest in any matter coming before the ArchivesSpace Governance Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter.

Version history

First adopted: September 29, 2014

Revision 1: January 20, 2016

Revision 2: March 29, 2018