

## Heartland Hub Bylaws

### Article I – Name

The name of the organization is Heartland Hub.

### Article II – Description and Mission

Heartland Hub is an unincorporated affiliation of library, museum, and other cultural heritage organizations that seeks to improve, for the benefit of the public, the visibility and relevance of digital collections offered online in Missouri, Iowa and the Midwest. Heartland Hub provides partner organizations with an on-ramp for participation in the Digital Public Library of America (DPLA), the service for which our affiliation was founded under the previous name MissouriHub.

Heartland Hub supports best practices, builds a digital library community, and provides training on the management and description of digital assets to facilitate discovery on local, regional and national platforms for libraries and librarians in Missouri, Iowa and beyond.

### Article III – Hub Membership

Section III.01: **Partner.** A Partner is defined as an institution that has agreed to support the mission of Heartland Hub and has signed the Memorandum of Understanding to contribute metadata content conforming to the standards of the current Data Exchange Agreement with DPLA (as of this date administered by the Missouri Historical Society.)

Section III.02: **Affiliate institutions.** An Affiliate Institution is an organization that has not signed an MOU for DPLA, but participates in the work of the Hub. This includes prospective Partners as well as representatives of organizations that do work relevant to the digital collaboration realm without directly creating digitized content, such as the MOBIUS consortium and the University of Missouri's School of Information Science and Learning Technologies (SISLT). Affiliate institutions are eligible to participate in all Heartland Hub activities, with the exception of holding office or voting in the Partners Council.

### Article IV - Partners Council

Section IV.01: **Scope.** The governing body for Heartland Hub is the Partners Council (hereafter known as Council). The Council provides oversight for the Hub, electing officers and reviewing the work of the Steering Committee.

Section IV.02: **Composition.** The Council is composed of one representative from each Partner institution. Each representative has one vote on the Council. An ex-officio representative from the organization holding the current signed Data Exchange Agreement with DPLA will be appointed to participate on the Council, as described in Article VI, Section 06.

Section IV.03: **Duties and Responsibilities.** The Council shall establish policies and procedures for the management of the Hub. Decisions are made by majority vote at any meeting at which there is a quorum, a simple majority of the Council representatives present. In the event of a tie, the Chair, elected by the Council membership, will cast the deciding vote. The Council's duties shall include:

- Electing positions of Chair, Vice-Chair, and Secretary of the Steering Committee, as outlined in Article V;
- Approving the annual work plan;
- Setting policy that supports the Heartland Hub Memorandum of Understanding;
- Establishing relationships with other projects, bodies, organizations, and collaborations to fulfill Hub objectives and goals;
- Promoting Heartland Hub within the partner's home institution and in community settings;
- Admitting, suspending, or removing members of the Council;
- Planning for the execution and maintenance of adequate records of Hub operations, and establishing rights of members to access such records.

Section IV.04: **Resignation or Withdrawal.** Resignations by Partner Institutions shall be given in writing to the Chair and are effective immediately upon receipt by the Chair. Any content that has been shared with DPLA will be deleted at the next ingest unless otherwise mutually specified in writing by the withdrawing Partner and the Hub.

#### **Article V – Steering Committee**

Section V.01. **Scope.** The affairs of Heartland Hub shall be managed by the Steering Committee. The Steering Committee will be responsible for making recommendations to the Partners Council on matters concerning organization, operation, and priorities of the Hub.

Section V.02. **Composition.** The Steering Committee shall consist of the Chair, Vice-Chair, Past Chair, Secretary, and two Members at Large as voting members; and DPLA Signatory Representative and State Library Liaison, as ex-officio and non-voting.

Section V.03. **Regular Meetings.** Regular meetings of the Steering Committee shall be held at such time and place as shall be designated by the Chair. Unless the meetings go into Executive Session, all Steering Committee meetings are open to Heartland Hub Partners and Affiliates.

Section V.04. **Special Meetings.** Special meetings of the Steering Committee may be called at any time by the Chair, or by a majority of the members of the Steering Committee.

Section V.05. **Notice of Meetings.** No notice of regular meetings of the Steering Committee shall be required either as to time, place, or purpose of such meetings, except that whenever the time or place of a regular meeting shall be initially fixed or changed, notice of such action shall be given promptly to each Steering Committee member not participating in such action. Written notice of special meetings of the Steering Committee stating the time, place and the nature of the business to be transacted shall be given at least ten days prior to the meetings.

Section V.06. **Quorum.** At any meeting of the Steering Committee the presence of four members of the Steering Committee shall be necessary and sufficient to constitute a quorum for the transaction of business. Resolutions of the Steering Committee shall be adopted and any action of the Steering Committee members shall be taken and be valid, with the affirmative vote of a majority of the members of the Steering Committee present at a meeting at which a quorum is present, except as otherwise provided herein.

Section V.07. **Resignations.** Any member of the Steering Committee may resign by submitting to the chair their resignation, which need not be accepted to be effective. A resignation shall be effective immediately upon receipt unless otherwise specified therein.

Section V.08. **Vacancies.** If any person elected as a member of the Steering Committee shall cease for any reason to serve as a member of the Steering Committee prior to the expiration of his/her term of office, the Chair shall appoint another eligible person to fill such vacancy until his/her successor shall be elected at the next meeting of the Members of Heartland Hub as provided in these by-laws.

## **Article VI – Officers and Duties**

Section VI.01: **Chair.** The Chair shall be elected by the Council at its annual meeting. The Chair shall manage and conduct Council meetings. The Chair shall develop, in consultation with the elected officers and Council members, an annual work plan for the Hub. Duties of the chair include, but are not limited to:

- Representing and promoting Heartland Hub at the local, state, and national levels;
- Staying abreast of DPLA developments and communicating upcoming changes to the Council;
- Managing general affairs of the Council.

Section VI.02: **Vice-Chair.** The Vice-Chair shall be elected by the Council at its first meeting and thereafter at the annual meeting of the Council. The Vice-Chair will act in the absence or incapacity of the Chair. After the first election, following each annual election, the existing Vice-Chair shall automatically assume the position of Chair. If the position of Chair is vacated, the Vice-Chair shall assume the powers and duties of the Chair for the unexpired portion of the term, allowing the Council to hold an immediate election for a new Vice-Chair. The Vice-Chair shall serve as liaison to the communications committee and ombudsman for the Council and questions for the Council shall be referred to this position. The Vice-Chair shall also have such powers and duties as may be designated by the Council or Chair.

Section VI.03: **Secretary.** The Secretary shall be elected by the Council at its first meeting and biennially thereafter at the annual meeting of the Council. The Secretary shall keep the official minutes of the Council meetings. The Secretary shall maintain current contact information for Council members. The Secretary shall have such powers and duties as may be designated by the Council or Chair. The Secretary shall also:

- Prescribe as necessary parliamentary procedures for meetings of the Council.

- Distribute necessary invitations and materials for council meetings and community forums

Section VI.04: **Members at Large.** Two Member at Large representatives to the Steering Committee shall be elected biennially for staggered terms at the annual meeting of the Council. One year terms are permitted following a majority vote of the Council. The Members at Large shall act on behalf of the interests of the Council, and shall be tasked with helping to promote Heartland Hub to prospective partners and existing constituencies.

Section VI.05: **Past Chair.** The immediate Past Chair shall serve on the Steering Committee. The Past Chair shall serve as the liaison to the Technical Committee and chair the Nominating Committee. In the absence of the Past Chair, the current Chair will designate the chair of the Nominating Committee. The Past Chair shall also have such powers and duties as may be designated by the Council or Chair.

Section VI.06: **DPLA Signatory Representative, ex-officio.** The organization which has the active signed Data Exchange Agreement with DPLA shall appoint a non-voting representative to be present for Council discussions, such that the interests of the signing organization are represented. If the appointed person resigns or leaves the institution, the institution should appoint a replacement or a new organization will be designated by the Partners' Council as the DPLA Signatory Representative.

Section VI.07: **State Library Liaison(s), ex-officio.** Whereas the Missouri State Library had a formative role in the establishment of Heartland Hub's predecessor MissouriHub, the State Library Liaison shall represent the Missouri State Library in order to ensure coordination and cooperation between the Missouri State Library and Hub programs and activities. The State Library Liaison shall be selected by the Missouri State Librarian or the individual acting in that role. The State Library Liaison is a non-voting representative. State Library Liaisons from other states where contributing Partners to the Hub are located will be encouraged to participate as non-voting representatives to the Heartland Hub.

Section VI.09: **Removal.** Any officer elected or appointed by the Council may be removed from office with cause at any time by an affirmative vote of two-thirds of the representatives on the Council and is effective immediately.

Section VI.10: **Resignation.** Resignations of officers shall be given in writing to the Chair and are effective immediately upon receipt and acknowledgement of the resignation by the Chair.

Section VI.11: **Election and Terms.** Election of officers will take place at the annual meeting of the Council. Officers, other than Past Chair, Chair, and Vice Chair, shall serve two-year terms for each office held, with the possibility of election for a second two-year term. The Past Chair, Chair, and Vice Chair are one-year terms, with the Vice Chair assuming the position of Chair, and Chair assuming position of Past Chair immediately following the annual election of officers. Each officer is elected by a simple majority of non-abstaining Partners as described in Article V, Section 4. New roles are effective as of January 1st of the upcoming calendar year.

Section VI.12: **Vacancies.** A vacancy in office other than Chair, because of death, resignation, removal, disqualification, or otherwise may be filled by a majority vote of the Council for the unexpired portion of the term.

## **Article VII - Other Committees**

Section VII.01. **Establishment of other committees.** Standing and temporary committees may be established by the Steering Committee. Members of such committees shall be appointed by the Chair and shall consist of representatives from Heartland Hub partner institutions. Standing and temporary committees may utilize at their discretion whatever expertise may be necessary in an advisory capacity to assist them in the discharge of their responsibilities. All standing and temporary committees shall keep such records of the transactions of their meetings as the Steering Committee shall direct and shall report all actions to the Steering Committee at its meeting next following such action. Any action taken by any such committee shall be subject to confirmation, alteration, or revocation by the Steering Committee.

Section VII.02. **Technical Committee.** The Technical Committee shall consist of from one to three technical representatives from each Partner organization as well as individuals from Affiliate institutions. The Technical Committee shall be led by the Past Chair or by an individual selected by majority vote of the Council. The Technical Committee is the body that addresses metadata aggregation, data standards, and other technical issues affecting Partners' ability to share digital collections through the Hub.

Section VII.03. **Nominating Committee.** The Nominating Committee shall be chaired by the Past Chair. The DPLA Signatory Representative and a member of the Council will serve on this committee. In the event of a vacancy in the position of Past Chair, the Chair shall select a member of the Steering Committee to serve as chair of the Nominating Committee. The Nominating Committee shall issue a call for nominations, meet prior to an annual meeting where elections will be held, and prepare a slate of officers. The Nominating Committee is charged with presenting a slate of Steering Committee officers that reflects the range of Heartland Hub Partners, including representatives from multiple states and diverse institutional types.

Section VII.04. **Communications Committee.** The Communications Committee shall be charged with promoting Hub activities and accomplishments to Partner organizations, Affiliate institutions, community stakeholders, and the public at large. Individuals from any Partner organization may serve on the committee as well as individuals from Affiliate institutions. The Communications Committee shall be led by the Vice Chair or an individual as selected by majority vote of the Council.

Section VII.05. **Other Committees.** The Council shall establish ad hoc committees as deemed necessary to carry out the mission of Heartland Hub, and may abolish any such ad hoc committee at any meeting by a simple majority vote.

## **Article VIII – Meetings**

Section VIII.01. **Annual Meetings.** A regular meeting of Heartland Hub shall be held annually, typically in the Fall.

- Location and Notice: The Steering Committee will determine the location and date of the annual meeting in consultation with the Council. A notice of the meeting, including meeting purpose and a draft agenda, shall be distributed to the Council at least two weeks prior to each regular meeting.
- Participants: All Partners are expected to attend annual meetings, and Affiliates are strongly encouraged to attend. Attendance at the meetings may also include others at the invitation of the Council.
- Business: The annual meeting will include a report from each committee and will include a vote on Council officers in accordance with terms described in Article VI. Voting may be conducted in-person or electronically.

Section VIII.02. **Business Meetings.** Each committee shall meet as needed to effectively do the work of their committee.

- The Steering Committee shall meet regularly between annual meetings. Exceptions may be made to the regular schedule if agreed upon by a quorum of the committee.
- The Technical Committee, Communications Committee, and other business committees shall meet on an ad-hoc or regular basis as determined by their members.

Section VIII.03. **Special Meetings.** Special meetings of the Council may be held at such times and places as may be determined by the Chair of the Council or upon written application to the Chair by three or more Council representatives. The Chair shall distribute a notice specifying the purpose of the meeting at least seventy-two hours prior to the meeting unless shorter notice is adequate under the circumstances.

Section VIII.04. **Open Calls.** The Council may occasionally hold electronic or telephone meetings which are open to the broader digital cultural heritage community. These “open call” meetings are intended to share the work of the Hub publicly and shall be made accessible to the public.

Section VIII.05. **Meeting Format.** Meetings may be attended in-person or electronically.

Section VIII.06. **Minutes.** The Secretary or designate shall keep accurate and complete minutes of any proceedings of the Council. The Secretary will ensure that minutes of all meetings and groups are made available to the Council.

Section VIII.07. **Quorum.** A simple majority of the Council representatives shall constitute a quorum at any meeting of the Council for the transaction of business. Any act of a simple majority of the Council representatives present at any meeting at which there is a quorum shall be deemed the act of the Council.

Section VIII.08. **Vacancies of Representatives.** In the event of a vacancy in the position of the designated representative, the Partner may designate in writing to the Chair an alternative representative who shall represent that member on the Council.

#### **Article IX — Representations on Behalf of Heartland Hub**

Section IX.01: **Representation.** No member of the Council shall represent the Hub unless authorized to do so following discussion by the Council; or, in case of an emergency, by the Steering Committee Chair.

Section IX.02: **Liability.** No member of the Council shall have the power to incur liability on behalf of the Hub for any debt or other obligation whatsoever; except upon authorization of the Steering Committee Chair.

#### **Article X – Amendments**

These bylaws may be amended, in whole or in part, at the annual meeting of the Partners Council with approval by two-thirds of the Council representatives present and voting, provided that notice of the proposed amendment(s) shall have been given at least two weeks prior to the meeting.

#### **Article XI – Entry into Force**

These bylaws will enter into effect immediately upon approval of two-thirds of the Council representatives.

As adopted by vote of the Partners Council on October 2, 2015

- Amended by vote of the Partners Council on October 5, 2016
- Amended by vote of the Partners Council on October 27, 2017
- Amended by vote of the Partners Council on October 26, 2018
- Amended by vote of the Partners Council on October 29, 2021
- Amended by vote of the Partners Council on November 4, 2022