



BYLAWS FOR GOVERNANCE OF ARCHIVESPACE

ARTICLE I - Purpose

It is the purpose of this document to set 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 the agreement with an effective date of February 15, 2012, entitled “Agreement Between New York University, the Regents of the University of California, the Board of Trustees of the University Illinois, and LYRISIS, as ArchivesSpace Organizational Home” (“the Organizational Home Agreement”), which provides for a membership-based governance structure, as set forth herein. All governance hereunder must be consistent with the Organizational Home Agreement for as long as that agreement is in effect. Governance will also be consistent with funding requirements of The Andrew W. Mellon Foundation grant.

These Bylaws implement the organizational structure set forth in the Organizational Home Agreement. Nothing in these Bylaws is intended to diminish or modify the rights and responsibilities of LYRISIS under the Organizational Home Agreement. 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 the LYRISIS Board of Trustees and 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 Partners”).

ARTICLE III - Membership

Section 1: Qualifications. Membership criteria and categories are established by the Governance Board, and as initially approved by the Partners. Archives within academic institutions, free-standing archives, archives that are part of a government organization, corporate archives, non-profit archives, and private

institution 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 Chair of the Governance Board, designate a new voting representative.

Each Member shall also designate an operational representative to serve as 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:

- A. To nominate and elect the members of the Governance Board
- B. To nominate representatives to the Technical Advisory Council and the Users Advisory Council
- C. To vote on issues brought before the full membership

Section 4: Member Benefits. Members enjoy certain benefits such as access to Help Desk services, special documentation, etc. These benefits are determined by the 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 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 resign 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 institution 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 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. Governance Board. The Members will elect a Governance Board to provide overall direction for the ArchivesSpace, and to ensure adherence to the objectives and guiding principles of ArchivesSpace. The Governance Board will also be responsible for recommending membership fees, and allocations of funds

toward the ongoing enhancement of the ArchivesSpace software and services.

Board membership will consist of twelve (12) members, and will include the following: nine (9) voting members, as follows: five (5) elected members, one (1) from each of the five membership categories; four (4) standing members, one (1) representing each of the three Partners and one (1) representing the LYRASIS senior management team. There will also be three (3) ex-officio, non-voting members, as follows: the ArchivesSpace Program manager, the LYRASIS director with responsibility for overseeing ArchivesSpace operations, and one (1) member of the LYRASIS Board of Directors.

The Governance Board will elect a Chair, who will preside over meetings and oversee the governance activities conducted under these Bylaws. The Chair will serve a two-year renewable term. The Governance Board may elect or appoint other officers or liaisons as it deems necessary to ensure effective governance activity.

The Governance Board will have general authority over the Users Advisory Council, and the Technical Advisory Council.

Section 2: Nominating Committee. There will be a Nominating Committee to solicit and select nominees to run for election to the Governance Board and for appointment to the Technical and Users Advisory councils. The Nominating Committee will be appointed by the Governance Board and will consist of nine members: Chair of the Governance Board or designee; Chair of the Technical Advisory Council; Chair of the Users Advisory Council; five members-at-large representing the five ArchivesSpace membership levels; and the ArchivesSpace Program Manager (*ex officio*).

The Chair of the Governance Board or a member of the Governance Board designated by the Chair will serve as convener of the Nominating Committee. 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 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 Governance Board and ArchivesSpace users. Members of the UAC will be appointed by the Governance Board, through a community nomination process. The purpose of the UAC includes:

- Receive, suggest, discuss, and vote on ideas for software enhancements and priorities which are forwarded to the Board.
- Maintain liaison with national and regional archives communities including SAA, ALA, AAM, AASLH, and other relevant professional groups.
- Advise the Governance Board and the ArchivesSpace Organizational Home on the design and delivery of services, such as help desk processes, technical support, documentation, training, migration, hosting, etc.
- Conduct usability studies, including analyzing and reporting results.
- Develop and provide means for training users.

Members will serve two-year terms. Terms will be staggered. Council members are eligible for a second two-year term. The UAC will select a Chair by appointment or election. The 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 Governance Board all recommendations and actions of the UAC. A member of the 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 Governance Board, through a community nomination process, with terms to be staggered. The purpose of the Technical Advisory Council includes:

- Provide overall technical guidance and review external contributions to the code base.
- Review functional enhancements and priorities identified by the Users’ Advisory Council.
- Communicate development needs to the community development forum.
- Designate code committers based on nominations from the community and evidence of quality code.



- Develop guidelines for review and testing of all external code contributions before the code is added to the software code base.
- Identify integration points for ArchivesSpace with other systems (e.g., digital asset management systems, patron and request management systems, etc.)
- Undertake release management for new versions of the software.

Technical Advisory members will serve two-year terms. Terms will be staggered. Council members are eligible for a second two-year term. The TAC will select a Chair by appointment or election, who 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 Governance Board all recommendations and actions of the TAC. A member of the Governance Board will serve as liaison to the TAC.

Section 5: Resignations, terminations, and vacancies. Board and Council members may resign by providing written notice to the ArchivesSpace Program Manager. Vacancies will be 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 review and approval by The Andrew W. Mellon Foundations, the LYRASIS Board of Trustees, and the Partners, which will not be unreasonably withheld, the Governance Board will determine from time to time the amount of annual dues, fees, and other charges, payable to ArchivesSpace by the Members. If so determined by the Governance Board, the dues and service charges payable by the Members may be graduated or varied according to some formula or principle to be determined and approved by the Governance Board.

Section 2: Payment of Dues and Charges. The annual dues, fees, and other charges, assessed by the Governance Board on the Members will be payable on the fifteenth day of July in each year unless otherwise provided by LYRASIS and the Partners. 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 fiscal year of ArchivesSpace.

ARTICLE VII - Amendments to Bylaws

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

ARTICLE VIII - Conflicts of Interest

The Governance Board will adopt a policy on Conflicts of Interest.