

HCommons Participating Organization Council Bylaws

Adopted, 23 March 2022

1. Name

The HCommons Participating Organization Council (“Council”) is a consultative body advising Michigan State University (“MSU”) as owner of HCommons (“the Commons”), and MESH Research (“MESH”) as operator of HCommons.

2. Statement of Purpose

The Council’s purpose is to provide advice, guidance, and support to MSU and MESH in matters concerning the strategic direction and operation of the Commons. Specifically, the Council will represent the interests of the community pertaining to the financial, technical, and intellectual oversight of the Commons.

3. Council Membership

- a) Classes of Members. The Council shall have two classes of members, (1) voting members, consisting of representatives of participating organizations, and (2) non-voting, *ex officio* members.
- b) Reserved Seats. Two voting member seats shall be reserved for representatives from the Modern Language Association (“MLA”) as founder of the Commons and MSU as owner of the Commons.
- c) Elected Members. Other voting members of the Council shall be elected as described in section 7.
- d) Ex Officio Members. The Director of the Commons and other MESH staff will sit as non-voting members of the Council. Their role is to provide information, participate in discussions, and keep the minutes of all Council meetings.
- e) Committee Chairs. The Chairs of the User Advisory Group and the Technical Advisory Group may be invited to attend Council meetings and to advise on Council business, but they are not Council members.

4. Terminating Membership

A Council member may terminate their Council membership at any time. The Council may terminate or suspend the membership of an Elected Member in accordance with any membership policies or procedures it adopts.

5. Reserved Rights and Responsibilities of MSU

MSU, through its delegated authority MESH, shall operate the Commons with strategic and operational guidance from the Council. MSU's legal obligations and fiduciary responsibilities require MSU to reserve certain rights and responsibilities, which may not be usurped by Council action. These rights and responsibilities include, but are not limited to:

- a) Operating responsibility. MSU retains fiduciary and legal responsibility for the Commons and overall responsibility for the Commons' operation and development.
- b) Editorial policies. MSU shall manage the moderation of submissions and user support including the development and implementation of policies and procedures.
- c) Technical support. MSU shall operate the Commons' technical infrastructure, including system maintenance, standards implementation, and development initiatives for incorporating new features and services.
- d) Archiving. MSU retains responsibility for archiving to ensure long-term access and maintains Commons mirror sites.
- e) Partnerships and alliances. MSU retains the sole right to establish and maintain partnerships with related initiatives and other third parties.
- f) Participating organization program administration. MSU shall administer the Commons participating organization and other community development programs.
- g) Council and committee coordination. MSU shall coordinate and facilitate the meetings and deliberations of the Council and any advisory committees.
- h) Succession plan. MSU shall bear responsibility for developing a succession plan in the event MSU can no longer host the service.

6. Rights and Responsibilities of the Council

- a) Advice. The Council shall advise MSU on issues related to the intellectual, technical, and financial oversight of the Commons. Specifically, the Council shall:
 - i) Provide advice and guidance on the policies and operations of the Commons' moderation system and other editorial elements.
 - ii) Review the policies and standards regarding user accounts and propose revisions as the Council deems warranted.
 - iii) Review the policies and standards regarding repository use and propose revisions as the Council deems warranted.

- iv) Review and provide feedback on any Commons development projects proposed by the User or Technical Advisory Committees.
 - v) Recommend development projects to improve the systems that support the Commons.
 - vi) Review and discuss Commons budgets and financial reports, and suggest improvements to financial operations.
- b) Collective Agreement. All meetings of the Council shall be conducted in a manner that seeks collective agreement. When the Council considers any matter that requires a decision, the opinion of any voting Council member who wishes to express an opinion shall be considered. When the Chair determines that all voting Council members are generally united in their judgment, he or she shall attempt to state clearly the “sense of the Council.” If all voting Council members give approval to this statement or, if some voting Council members are not in agreement but are willing to stand aside and accept and uphold the judgment of the majority, collective agreement shall be reached. The “sense of the Council” shall then be written and read for Council approval. When approved, the written statement shall become a basis for action. If the Council cannot agree upon a decision, either the previous policy remains unchanged or no decision shall be reached on the new business.
- c) Council policies and procedures. The Council shall have authority to adopt policies and procedures governing Council activities. The Council may delegate to committees such powers as it deems fit, as long as those powers do not impinge on the rights reserved to MSU, as described in section 5.

7. Number of Members, Election, Participation, and Term of Office.

- a) Number of Members. The Council shall be composed of no fewer than five and no more than eleven voting members. Until such time as there are more than eleven Participating Organizations, each organization shall name its representative to the Council, with the initial Council to be composed of those individuals named in Addendum A. Once there are more than eleven Participating Organizations, annual elections shall be held.
- b) Election. All voting members of the Council not occupying Reserved Seats as defined in section 3 shall be elected each fall by a majority vote of the Participating Organizations. No Participating Organization shall have more than one representative serving on the Council at any one time, and so the slate of candidates put forward for election shall consist of nominees from those Participating Organizations that do not have continuing representation on the Council. Nominations will be requested 30 days prior to the start of the election.

- c) Participation. Only elected members of the Council shall participate in achieving Collective Agreement, as described in section 7(b).
- d) Term of Office. Members of the Council shall be elected for staggered three-year terms.

8. Resignation, Removal, Replacement of a Council Member.

- a) Resignation. Any Council member may resign at any time by giving written notice to the Council.
- b) Removal. Any elected Council member may be removed from the Council with cause by the collective agreement of Council members at any meeting at which a quorum is present.
- c) Vacancies. A vacancy on the Council resulting from the resignation or removal of a Council member shall be filled by the collective agreement of the Council at any meeting at which a quorum is present. A Council member appointed to fill a vacancy shall be eligible to stand for election to a full three-year term in the next election.

9. Meetings

- a) Regular Meetings. Regular meetings of the Council shall be held three times each year at such date, time, and place as designated by the Council.
- b) Special Meetings. Special meetings of the Council may be called at any time by the Chair or by a majority of the voting members. Notice of the date, time, and place of special meetings shall be given to all Council members in such form as the Council may determine.
- c) Remote Participation. Should Council meetings be held in person, Council members who are unable to attend may participate remotely by means of video conference or similar device. The Council may also determine that any regular or special meeting will be held solely by means of remote communication, in which the meeting notice shall include the means for such remote communication.
- d) Unanimous Written Consent in Lieu of a Meeting. The Council may take action without a meeting if written consent to the action is agreed to by all voting members of the Council then in office. Such written consent may be obtained by email or by participation in the Council's Commons group discussion.
- e) Attendance. An elected Council member who fails to attend three consecutive regular meetings, or to have a designated alternate attend, may be deemed by the collective agreement of the Council to have resigned, and the Council vacancy will be filled in accordance with the provisions of section 8(c).

- f) Quorum. A majority of the voting Council members then in office shall constitute a quorum for the transaction of business at any meeting of the Council.
- g) Voting. As described in section 6(b), the collective agreement of the voting Council members at any meeting at which a quorum is present shall be an act of the Council, except as otherwise specified in these Bylaws.

10. Officers

- a) Chair. The Council shall elect a Chair at its first meeting each calendar year. The Chair may serve multiple terms with the collective agreement of the Council, but will not usually serve more than three consecutive terms. The Chair shall preside at all meetings of the Board and shall exercise general charge and supervision of the affairs of the Council. The Chair shall see that all notices are duly given in accordance with the provisions of these Bylaws. The Chair shall facilitate open and inclusive discussion and decision making and shall attempt to state clearly the “sense of the Council” when they determine that all voting Council members are generally united in their judgment. The Chair shall perform such other duties as may be assigned by the Council.
- b) Vice Chair. The Council may choose to appoint one or more Vice Chairs. The Vice Chair(s) shall assist the Chair and preside at meetings in the absence of the Chair. The Vice Chair(s) shall perform such other duties as may be assigned by the Board.
- c) Additional Officers. The Council may determine that additional officers are desirable, and may create additional positions by the collective agreement of the voting members of the Council.
- d) Term of Office. Any officers shall be elected for a one-year term and, except in the case of resignation or removal, shall hold office until their respective successors have been elected. Officers may be re-elected and may serve a maximum of three consecutive terms.
- e) Resignation. Any officer may resign at any time by giving notice to the Council.
- f) Removal. Any officer may be removed, with or without cause, by the collective agreement of the voting Council members then in office.
- g) Vacancies. A vacancy in any office shall be filled for the unexpired term by the collective agreement of the voting Council members then in office.

11. Committees

- a) Standing Council Committees. The Council may, by a resolution adopted by the collective agreement of the Council, designate and appoint one or more committees, each consisting of two or more Council members, which committees shall have and exercise the authority of the Council. However, no committee shall have the authority to amend or

repeal these Bylaws, elect or remove any officer or Council member, or authorize the dissolution of the Council.

- b) Advisory Groups. The Council shall each year appoint new members to the User and Technical Advisory Groups in such manner as the Council deems appropriate. These Advisory Groups shall have the powers and duties designated by the Council and shall give advice and make non-binding recommendations to the Council.
- c) Other Committees and Task Forces. The Council may create and appoint members to such other committees and task forces as the Council shall deem appropriate. Such committees and task forces shall have the powers and duties designated by the Council and shall give advice and make non-binding recommendations to the Council.
- d) Vacancies and Rules. Vacancies in the membership of committees may be filled by the Council Chair. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Council. Unless otherwise specified herein, all committee members shall serve at the pleasure of the Council.

12. Approval and Amendments

- a) Approval. These Bylaws will become effective on approval by collective agreement of the voting members of the Council then in office.
- b) Amendments. With the exception of sections 3(b), 3(d), and 5, these Bylaws may be amended, or new articles adopted, by the collective agreement of the voting Council members then in office.