

## **Bylaws of GNAPR 2008 revision**

### **Name**

The name of the body is the German-North American Resources Partnership (GNARP)/ Deutsch-Nordamerikanische Bibliotheksgemeinschaft (DNABG). GNARP/DNABG is an unincorporated association, with the Center for Research Libraries (CRL) acting in the capacity of fiscal and legal agent.

### **II. Purpose**

The purpose of GNARP/DNABG is to improve access to German and German language resources for libraries and to North American resources for German libraries; promote collaboration and resource sharing among North American libraries; make collections more interconnected; promote collaboration and resource sharing between North American and German libraries. These bylaws regulate the organization operating in North America. GNARP/DNABG encourages German librarians to participate in the North American organization but also to establish a partner organization in Germany.

### **III. Membership**

- A. Membership in GNARP/DNABG is open to institutions and individuals concerned with higher education or research and actively engaged in facilitating access to research resources relating to German studies. The membership shall consist of libraries, universities, or other academic or research institutions, and include librarians and scholars from a range of academic institutions, large and small. Institutions need not be members of CRL to participate in GNARP/DNABG.
- B. There are two categories of membership: Institutional and Personal.
  1. Institutional Members are academic or research institutions that agree to participate, to abide by the terms and conditions set forth in the Bylaws, and to fulfill responsibilities outlined in the participant agreement.

Each institution shall designate a Member Representative to serve as the official contact and voting representative of the institution. However, all employees, staff, faculty, students, and associates of an Institutional Member are eligible to participate in project activities, stand for elected offices, and serve on the Steering Committee and other working groups and task forces of GNARP/DNABG. Benefits provided to Institutional Members shall be conferred to all members of the institution.

Institutional Members, through their representatives, are eligible to propose, enact, and otherwise participate in project activities and derive benefit therefrom, vote on governance issues and other matters requiring membership approval, stand for elected offices, and serve on the Steering Committee and other working groups and task forces, and to elect officers and Steering Committee members.
  2. Personal Members are individuals interested in contributing to the objectives and activities of GNARP/DNABG, even though their institution is not an institutional

member. Personal Members are eligible to participate in project meetings, communications, and activities, stand for elected office, and serve on the Steering Committee and other working groups and task forces.

- C. An institution/individual may join GNARP/DNABG upon submission of a statement of intent to join and upon completion of a participant agreement signed by an authorized representative of the institution/individual.

#### **IV. Governance**

- A. Institutional Members are empowered to consider and formulate the policies and procedures governing GNARP/DNABG; elect officers, Steering Committee members, and Working Group Coordinators; amend bylaws; and consider and vote on matters requiring membership approval as necessary.
- B. All Institutional Members shall have equal votes on matters requiring a formal approval. Each institution shall be accorded one vote, to be decided and cast by the Member Representative.
- C. Personal Members may also vote as individuals, but no more than one personal member may vote from each institution.
- D. Votes shall be conducted by mail or electronic ballot. A Member Representative may designate another staff member to represent the institution, should the Member Representative not be available at the time of voting.

#### **V. Steering Committee**

- A. GNARP/DNABG shall be managed by a Steering Committee comprised of elected representatives from the membership.
- B. The Steering Committee is empowered to conduct the business of GNARP/DNABG in accordance with the recommendations of the membership; approve and enact project activities; discuss and recommend future policy or changes in policy to be adopted by the membership; make budgetary decisions for GNARP/DNABG; approach funding agencies; conduct periodic membership drives; and maintain communication with scholarly and professional associations as well as with other, similar cooperative projects.
- C. The Steering Committee shall consist of at least the elected working group coordinators in addition to the Chair and Vice Chair.
  - 1. Furthermore, the Chair shall appoint two German, Personal Members, or other Members to the Steering Committee.
  - 2. The Chair of GNARP/DNABG shall chair the Steering Committee.
  - 3. Elected Coordinators of standing Working Groups shall serve on the Steering Committee for the period of their elected terms.
  - 4. Representatives of CRL, the Library of Congress, and the German National Library shall serve as ex officio non-voting members of the Steering Committee.

- D. All elected and appointed voting members of the Steering Committee, including the Chair, shall have equal votes on matters requiring a formal approval by the Committee. Each voting member shall be accorded one vote.
- E. Steering Committee Members shall serve two-year terms, re-election is permitted for one additional term. Elected members begin their term of office immediately following the annual meeting.
- F. In the event a member is unable to serve a full term, the Chair shall appoint a replacement to serve the remainder of the term. Following this period, the replacement shall be eligible to stand for election according to the terms of Section V.E. above.
- G. A Steering Committee member may be removed from office by the Steering Committee whenever, in their judgment, he or she does not fulfill the duties of the office. Removal may be enacted by a two-thirds vote of the Steering Committee.

## **VI. Officers**

### **A. Chair:**

1. A Chair of GNARP/DNABG shall be elected from among the Participant and Personal Members in accordance with the procedures in Section VIII. The Chair automatically becomes a member of the Steering Committee.
2. The duties of the Chair are to arrange, prepare for, and preside over meetings of the Steering Committee and membership; implement, coordinate, and/or distribute responsibilities for projects and activities of GNARP/DNABG; regularly report to and communicate with the membership; arrange for elections and ballots on matters of official project activity or governance; undertake correspondence and represent GNARP/DNABG to external parties; and act as liaison to CRL and other appropriate governing bodies.
3. The Chair shall serve a term of two years; re-election is permitted for one additional term. The Chair shall serve as an ex officio member of the Steering Committee for one year following his/her term of office.
4. In the event a Chair is unable to serve a full term, the Vice Chair will serve as Chair pro tem to serve until the next election. Following this period, the replacement shall be eligible to stand for election according to the terms of Section VI.A.3 above.
5. The Chair may be removed from office by the Steering Committee whenever, in their judgment, he or she does not fulfill the duties of the office. Removal may be enacted by a two-thirds vote of the Steering Committee.

### **B. Vice Chair**

1. A Vice Chair of GNARP/DNABG shall be elected from among the Participant and Personal members in accordance with the procedures in Section VIII. The Vice Chair automatically becomes a member of the Steering Committee.

2. It is the duty of the Vice Chair to assist the Chair as called upon.
3. The Vice Chair shall serve a term of two years; reelection is permitted for one additional term. The Vice Chair shall serve as an ex officio voting member of the Steering Committee.
4. In the event a Chair is unable to serve a full term, the Vice Chair will serve as Chair pro tem to serve until the next election.
5. The Vice Chair may be removed from office by the Steering Committee whenever, in their judgment, he or she does not fulfill the duties of the office. Removal may be enacted by a two-thirds vote of the Steering Committee.

#### C. Secretary

1. A Secretary of GNARP/DNABG will be appointed by the Chair from among the members of GNARP.
2. It is the duty of the Secretary to record the Minutes for meetings of the Steering Committee.
3. The Secretary may be removed from office by the Steering Committee whenever, in their judgment, he or she does not fulfill the duties of the office. Removal may be enacted by a two-thirds vote of the Steering Committee.
4. The Secretary shall serve a term of two years; reappointment is permitted for one additional term.

### **VII. Working Groups and Task Forces**

- A. Working Groups: The Steering Committee shall establish Working Groups as needed to enact project business on a continuing basis.
  1. Working Groups shall be comprised of Participant and Personal Members who elect to take part in the activities.
  2. Working Groups shall be chaired by a Coordinator, who shall be elected in accordance with the procedures in Section VIII. Working Group Coordinators shall serve a term of two years; reelection is permitted for one additional term.
  3. A Working Group can be terminated or suspended by a majority vote of the Steering Committee.
- B. Task Forces: The Chair, in consultation with the Steering Committee, shall appoint necessary Task Forces to accomplish projects of limited duration.

### **VIII. Elections**

- A. Elections for the Chair, Vice Chair, and Working Group Coordinators shall be conducted by mail or electronic ballot.

1. The Chair of the Steering Committee shall appoint members to a Nominating Committee which shall solicit nominations from the membership, compose a slate of candidates, and obtain their agreement to serve.
2. No later than sixty (60) days before the annual meeting, the Nominating Committee shall forward the slate of candidates to the CRL representative to conduct the ballot.
3. Election shall be decided by a simple majority vote by voting members. Any ties shall be broken by a vote of the incumbent Steering Committee.
4. The nominating committee shall inform the successful candidates and shall announce the election results to the membership.

## **IX. Meetings**

### **A. Steering Committee Meetings:**

1. The Steering Committee shall meet at least once a year, as arranged by the Chair, with notification beforehand. Meetings may be held in conjunction with the annual and midwinter meetings of the American Library Association or with any other meeting or event convenient or appropriate for the incumbent Steering Committee. The Committee may convene at additional times during the year in person as arranged by the Chair with notification of the whole membership beforehand.
2. The North American members of the Steering Committee are expected to attend all Steering Committee meetings and both they and the German members are encouraged to nominate substitutes if they cannot attend. In exceptional circumstances, a Steering Committee member may delegate a representative to attend in his or her place, who shall have the member's full voting rights. The Chair shall be notified about the change at least two weeks before the meeting.
3. Steering Committee meetings shall be open for attendance by all members unless specifically designated otherwise.

### **B. Working Group and Task Force Meetings:**

Meetings of Working Groups and Task Forces shall be arranged as necessary. Meetings shall be open for attendance by all members unless specifically designated otherwise.

## **X. Administration, Finance, and Ownership**

- A. Administration: GNARP/DNABG shall be administered by CRL. CRL shall assist with fiscal management (e.g.- accounting, disbursements, invoicing, financial reporting, and audits); procurement of necessary legal services (review of contracts, agreements, templates for partnerships and collaborative activities, execution of cooperative agreements); project logistics (meeting arrangements, communications, including project reporting, notifications, shipping and delivery of materials, etc.); rights acquisition and management; licensing/managing subscription access to materials; and other project management activities as appropriate and feasible. Fees to cover costs of activity and base expenses of

administration may be assessed to GNARP/DNABG by CRL.

CRL shall provide financial reports to the Steering Committee on an annual basis and at the request of the Steering Committee.

- B. Fiscal Year: The fiscal year of GNARP/DNABG begins on July 1 and ends on June 30 of the following year.
- C. Management and Disbursement of Funds: projects and activities shall be funded by monies raised by GNARP/DNABG, whether through grants, contributions, donations, fees, or other means. The Chair and Steering Committee are responsible for fiscal decisions dealing with monies allocated to or raised by GNARP/DNABG. These officers shall consult with the membership on a regular basis concerning disbursement of funds.  
No part of the net earnings of GNARP/DNABG shall be distributed to the benefit of any member or officer of GNARP/DNABG nor any private individual (except that of reasonable compensation which may be paid for services rendered to or for GNARP/DNABG).
- D. Fees: GNARP/DNABG may, at its discretion, assess fees for membership and participation. Fees shall be used to support project initiatives, value-added services such as may become available, and/or activities that are funded through subscriptions, use fees, or mechanisms for cost-recovery.
- E. Ownership: assets acquired by GNARP/DNABG shall be the property of the Center for Research Libraries, unless otherwise specified and agreed to in writing.
- F. Dissolution: In the event of the dissolution or termination of GNARP/DNABG, assets and property of GNARP/DNABG shall remain with CRL. In the event of the dissolution of CRL, all remaining assets and property of GNARP/DNABG, after payment of necessary expenses thereof, shall return to GNARP/DNABG, to be disbursed at the discretion of the Steering Committee.

## **XI. Amendments**

Amendments to the Bylaws may be proposed by any Institutional Member of GNARP/DNABG.

Amendments must be submitted in writing to the Steering Committee and shall be considered at the subsequent Steering Committee meeting. A simple majority vote by the Steering Committee ensures the placement of the proposed amendment on the ballot at the next GNARP elections.

Amendments to the Bylaws shall be conducted by mail or electronic ballot. A proposed amendment is considered adopted if it receives a two-thirds affirmative vote from voting Member Representatives. The Chair shall arrange to add the adopted amendment to the official copies of the Bylaws.

## **XII. Implementation**

These Bylaws shall come into force upon adoption by a two-thirds affirmative vote from voting Institutional Members.