

Open Rules for Cataloging Bylaws

ARTICLE I. NAME, OFFICES, AND NATURE	3
Section 1. Name and offices	3
Section 2. Nature	3
Section 3. Tax status	3
ARTICLE II. PURPOSE	3
ARTICLE III. MEMBERSHIP	3
Section 1. Members	3
Section 2. Privileges	4
ARTICLE IV. ORGANIZATION	4
Section 1. Executive Board	4
Section 2. Directors	5
Section 3. Election of directors	6
Section 4. Terms of office	7
Section 5. Service in more than one capacity	7
Section 6. Vacancies	7
Section 7. Removal of directors	7
Section 8. Committees	7
ARTICLE V. CONDUCT OF MEETINGS	9
ARTICLE VI. EXECUTION OF INSTRUMENTS	9
Section 1. Contracts and instruments	9
Section 2. Tax status-related filings	9
Section 3. Deposits	9
ARTICLE VII. INDEMNIFICATION AND INSURANCE	10
Section 1. Indemnification	10
Section 2. Insurance	10
ARTICLE VIII. INTERESTED PARTY TRANSACTIONS	10
Section 1. Conflict of interest policy	10
Section 2. Approval other than pursuant to conflict of interest policy	10

ARTICLE IX. AMENDMENTS TO THE BYLAWS	11
Section 1. Amendments	11
ARTICLE X. ACCOUNTING	11
Section 1. Fiscal year	11
Section 2. Books and records	11
Section 3. Annual returns and necessary filings	11
Section 4. Electronic signatures	12
ARTICLE XI. NON-DISCRIMINATION	12

ARTICLE I. NAME, OFFICES, AND NATURE

Section 1. Name and offices

- A. The name of the organization shall be Open Rules for Cataloging (the “Corporation”). The registered agent and registered office of the Corporation in the State of Delaware shall be as set forth in the Certificate of Incorporation, as it may be amended.
- B. The Executive Board (the “Board” or the “Executive Board”) of the Corporation shall determine (and may change) the location of the Corporation’s principal office in its reasonable discretion.

Section 2. Nature

Open Rules for Cataloging shall be a non-profit organization of librarians and other information specialists interested in the development of open access cataloging rules.

Section 3. Tax status

- A. ORC is organized exclusively for charitable and educational purposes.
- B. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE II. PURPOSE

It shall be the purpose of Open Rules for Cataloging to create and publish free and open cataloging guidelines for the library community with practical examples and easily understood models, and for all other educational purposes as are allowed to be engaged in by a tax-exempt public charity under IRC Section 501(c)(3), as it may be amended from time to time; and the Corporation shall be empowered to engage in such other activities as may be necessary and proper to accomplish the foregoing purposes, subject to the limitations herein.

ARTICLE III. MEMBERSHIP

Section 1. Members

Any person who is currently or has been employed or is a student in the field of cataloging, metadata, or other aspects of librarianship or information science shall be eligible to be a member. Membership is by request to the ORC Google Group. Membership becomes active upon acceptance.

Section 2. Privileges

- A. After six months of membership, members shall be eligible to serve as directors of the Corporation (Executive Board), to serve on committees, and to vote in elections.
- B. Members shall be entitled to receive or have access to the following:
 - a. Minutes of meetings
 - b. Agenda of meetings
 - c. Bylaws and amendments
 - d. Committee work documents
- C. Members elected on the Executive Board or serving on a committee commit to fulfill the duties of the position.

ARTICLE IV. ORGANIZATION

Section 1. Executive Board

- A. The Executive Board shall consist of the President, Vice President/President-Elect, Past President, Secretary, and Treasurer. The Executive Board shall constitute the governing body of the Corporation and shall manage the business and affairs of the Corporation. The Executive Board may from time-to-time delegate responsibility for day-to-day operations to the Corporation's management, staff and directors. The Executive Board shall exercise all the powers that may be exercised or performed by a Corporation incorporated under the laws of the State of Delaware and the United States, these Bylaws, and the Articles of Incorporation.
- B. The Executive Board shall meet at least twice per year. Special meetings of the Executive Board may be called by the President or at the request of any two Directors who shall specify, in a written notice, the purpose of the meeting and its time and place. The special meeting may take a form other than the general assembly of all Executive Board directors. Notice of special meetings shall state the purposes thereof. Written notice of any meeting of the Executive Board shall be given at not less than ten (10) days before the date of such meeting, by or at the direction of the President, or Secretary, or the directors or persons calling the meeting. The place, day and hour of the meeting, and the purpose of the meeting shall be specified in the notice. The notice shall be deemed to have been given if delivered in person, sent by any electronic means prior to the notice period, or sent if by mail when deposited in the United States mail addressed to the member at their address as it appears on the records of the Corporation, with postage thereon prepaid.
- C. Executive Board directors are expected to attend all meetings.
 - a. Notice of a meeting shall be delivered electronically to each director, as well as to the general ORC membership. Such notice shall state the time and provide the link for the meeting and to the extent possible, the purpose(s) for which the meeting is called.
 - b. The presence of a majority of the entire Executive Board shall constitute a quorum for the transaction of business or any specified item of business. The

names of the directors present at meetings shall be recorded to ensure a quorum was met.

If a quorum is not present at any meeting of the Executive Board, a majority of the directors present may adjourn the meeting to another time without notice other than by announcement at the meeting, until such a quorum is present, except that notice of such adjournment shall be given to any directors who were not present at the time of the adjournment.

- c. Voting by proxy is not allowed.
- D. The Corporation shall not pay compensation to directors for services rendered to the Corporation in their capacity as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation.
- E. Any action required or permitted to be taken by the Executive Board or any committee thereof may be taken without a meeting if all the members of the Executive Board consent in writing to the adoption of a resolution authorizing the action. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the President.

Section 2. Directors

- A. President, whose duties shall include:
 - a. Presiding and setting the agenda at Executive Board meetings.
 - b. Hosting ORC webinars.
 - c. Representing ORC through presentations and interactions with other library organizations.
 - d. Preparing and submitting an annual report of the Board and ORC's activities within one month of the end of the fiscal year.
 - e. Directing the ORC budget in coordination with the Vice President and Past President.
- B. Vice President/President Elect, whose duties shall include:
 - a. Convening and coordinating task forces and other limited term projects or groups.
 - b. Presiding at Executive Board meetings in the absence of the President.
 - c. Serving as ex-officio member of the Rules Committee with the following duties:
 - i. Attending Rules Committee meetings monthly.
 - ii. Serving as a communications liaison between the Board and the Rules Committee.
 - iii. Communicating out to the wider ORC community about what the Rules and Tech Committees have been doing, at least quarterly but more frequently if necessary.
- C. Past President, whose duties shall include:
 - a. Overseeing fundraising.
 - b. Convening and chairing the Nominating Committee.

- D. Secretary, whose duties shall include:
 - a. Managing and organizing the ORC Google Drive.
 - b. Communicating with the Tech Committee about any updates for the website.
 - c. Managing membership of all ORC Google Groups (ORC, Rules Committee, Board of Reviewers).
 - d. Scheduling and taking minutes for Board meetings, including a record of the attendees.
 - e. Monitoring the ORC email account.
- E. Treasurer, whose duties shall include:
 - a. Providing oversight of the organization's financial affairs.
 - b. Being an authorized signatory for all accounts and financial instruments of the organization.
 - c. Notifying the Board of any financial transactions promptly.
 - d. Developing financial reports and presenting them at Board meetings and upon request of any Board member.
 - e. Serving as chair of the Bylaws Committee when convened by the President to review or amend ORC Bylaws.

Section 3. Election of directors

- A. Elections shall be held every year.
- B. Every member is eligible to vote once per election.
- C. Voting by proxy is not allowed.
- D. A simple majority of votes received will be enough for election (i.e. a candidate does not need to receive a vote by the majority of all members, just a majority of those voting).
- E. In the case of a tie vote, the winner will be determined by lottery.
- F. Election timeline:
 - a. A call for nominations will be sent out and nominations (self or via others) will be accepted for a period of four weeks up to one week prior to the opening date of the election.
 - b. Candidate statements will be provided to members one week prior to the beginning of the election.
 - c. If there is only one candidate for a given position, that person will be seated and no election for that position will be held that year.
 - d. The election will be held electronically, and ballots will be open for two weeks.
 - e. Election results will be certified by two Board members, at least one of whom is not running for any office.
 - f. Election results will be announced to those elected and all members within one week of the close of the election.
 - g. At the beginning of the fiscal year, newly elected board members are seated, and members whose terms have expired rotate off.
 - h. Timeline:
 - i. 9 weeks before the end of the fiscal year: call for nominations, open for four weeks

- ii. 5 weeks before the end of the fiscal year: provide candidate statements to members
- iii. 4 weeks before the end of the fiscal year: provide ballots to all members
- iv. 2 weeks before the end of the fiscal year: close elections. Within one week certify and announce results
- v. New members seated at beginning of fiscal year

Section 4. Terms of office

The President shall serve for one year and then become the Past President for one year. The Vice-President/President Elect shall serve for one year and then become the President. The Secretary shall serve a term of two years and may serve for an unlimited number of two-year terms. The Treasurer shall serve a term of three years and may serve for an unlimited number of three-year terms.

Section 5. Service in more than one capacity

Service is limited to one official position at a time. An official position is defined as membership on the Executive Board. Any ORC member who is currently serving in an official position is eligible for nomination to another official position.

Section 6. Vacancies

Should a vacancy occur in any office, except that of Vice-President/President Elect, the Executive Board may appoint a person to serve for the unexpired term of that office. In the case of the office of Vice-President/President Elect the Executive Board may appoint a person to serve for the unexpired term of that office; the term of such appointive office shall be limited to that of the Vice-Presidency. The Executive Board shall then add a candidate for the office of President to the slate of candidates for the next ballot.

Section 7. Removal of directors

An elected or appointed director may be removed from office after a majority vote of Executive Board directors in case of an illegal action, an action that significantly damages the organization, incapacitation, or a failure to participate in the activities of the Executive Board for a period of longer than six months without a satisfactory explanation. This may only occur following a full discussion that includes all Executive Board members, including the member in question (so long as the individual can be reasonably reached and is reasonably responsive). The President or their designee shall represent the Executive Board in case of actual removal; if the President is to be removed, the Vice President/President Elect shall represent the Executive Board.

Section 8. Committees

- A. Standing committees

- a. The **Rules Committee** shall develop and update the ORC cataloging rules in accordance with established workflows. The Committee shall choose its own chair.
 - i. The Vice President/President Elect shall attend Rules Committee meetings monthly to convey communication between the Board and the Rules Committee and to participate in decisions that affect the overall development of the ORC project.
 - ii. Committee members may be involved in presentations and other forms of outreach concerning their work.
 - iii. Membership shall be by request to the Committee Chair. Members who have been inactive for at least one year will be removed from the Rules Committee and its Google Group.
- b. The **Tech Committee** shall manage the ORC website and wiki. The Committee shall choose its own chair. The Chair may be asked to attend Rules Committee meetings to participate in decisions that affect the overall development of the ORC project.
- c. The **Board of Reviewers** shall consist of at least three members of a variety of cataloging backgrounds and expertise for the purpose of reviewing ORC rules as part of the review process. Members serve a term of two years and may serve an unlimited number of two-year terms. Membership is by application to the Executive Board.
- d. The **Nominating Committee** shall be chaired by the Past President who chooses two additional members.
 - i. The Nominating Committee's purpose shall be to identify appropriate individuals to stand for election to offices in ORC. In this task, the committee has extraordinary responsibility for the leadership of ORC. Members of the committee shall draw upon nominations submitted by ORC members, on individual expressions of interest in serving the organization, and on their own experiences and observations of people who have been active in ORC. Ultimately, the goal of the committee shall be to find individuals who have leadership skills and who, as a whole, represent the diversity of the organization.
 - ii. The committee shall be formed at least ten weeks before the end of the fiscal year and shall follow the timeline laid out in Article IV, Section 3, Election of directors.
 - iii. Should the Past President wish to stand in the upcoming elections, the convener and chair of the nominating committee shall be a member of the Board who is not standing in the upcoming elections, in this order: the Secretary, the Treasurer, the Vice President.

B. Ad hoc committees

- a. The **Bylaws Committee** shall be convened by the current ORC President in order to revise the Bylaws. It shall be chaired by the Treasurer, who chooses two additional members.

- i. The term of office must begin no later than five months before the end of the fiscal year and ends with the term of the current ORC President. The committee shall propose amendments to the Bylaws as it sees fit. Each amendment must be approved by a majority of the committee.
- ii. Once all the proposed amendments to the Bylaws have been completed and approved by the committee, they shall be submitted to the Executive Board for review and approval. Once approved by the EB, the amendments should be made available to the membership for comment. This should happen at least 90 days prior to the end of the fiscal year.
- iii. Amendments to the current Bylaws shall be accepted or rejected by majority vote of the membership. Voting shall be done electronically. A simple majority of votes cast is needed for an amendment to pass. Balloting shall be administered by the Nominating Committee in conjunction with the election of directors. The results shall be reported to the Executive Board, who will make them known to the membership through the ORC Google group and website.

ARTICLE V. CONDUCT OF MEETINGS

The Executive Board may adopt such rules and regulations for the conduct of any Board meeting as it shall deem appropriate.

ARTICLE VI. EXECUTION OF INSTRUMENTS

Section 1. Contracts and instruments

The Executive Board may authorize any director or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one director may be signed by one person in more than one capacity unless called upon by the terms of such instrument.

Section 2. Tax status-related filings

The Board may authorize any director or other agent to make, complete, and file (or cause to be filed) any document with any government agency, including the Internal Revenue Service and any filings necessary to cause the Corporation to become or to remain tax-exempt under the Internal Revenue Code.

Section 3. Deposits

The funds of the Corporation shall be deposited in its name with such banks, trust companies, or other depositories as the Board or any director, to whom the Board has delegated such power, may from time to time designate.

ARTICLE VII. INDEMNIFICATION AND INSURANCE

Section 1. Indemnification

The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding with any third-party by reason of the fact that he or she, his or her testator or intestate, was a director or director of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including reasonable attorneys' fees. No indemnification may be made to or on behalf of any such person if, in the determination of the Board (excluding the affected director(s)), (a) his or her acts were committed in bad faith or were the result of his or her willful misconduct or active and deliberate dishonesty and were material to such action or proceeding, or (b) he or she personally gained or sought to gain a financial or other benefit or other advantage or opportunity to which he or she was not entitled in connection with his or her actions or inactions in connection with service to the Corporation.

Section 2. Insurance

The Corporation shall have the power, but not the obligation, to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors and directors pursuant to Article VII, Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Article VII, Section 1 above.

ARTICLE VIII. INTERESTED PARTY TRANSACTIONS

Section 1. Conflict of interest policy

The Board may determine to adopt a Conflict of Interest Policy governing situations where it faces a financial or other conflict or seeks to engage in an interested party transaction. For purposes of these by-laws, an "interested party transaction" is any contract or other transaction between the Corporation and (a) any present director or any individual who has served as a director in the five (5) years preceding the transaction ("past director"), (b) any family member of a present or past director, (c) any corporation, partnership, trust, or other entity in which a present or past director is a director, director, or holder of a financial interest. If such a policy is adopted, in any instance where the Corporation proposes to enter into an interested party transaction, it shall follow the procedures and rules set forth in the Corporation's Conflict of Interest Policy.

Section 2. Approval other than pursuant to conflict of interest policy

If the Board does not or has not yet developed a Conflict of Interest Policy, the Board may approve an interested party transaction with the consent or approval of a majority of the directors that are not involved in the interested party transaction on a determination that the transaction (a) is in the best interests of the Corporation, (b) is fair to the Corporation and

reasonable in its terms, (c) is in alignment with or not opposed to the Corporation's mission and charitable objectives, and (d) does not create an appearance of impropriety that might impair Member or public confidence in, or the reputation of, the Corporation (even absent any actual conflict or wrongdoing). The Board shall make a written record of its decision-making process in connection with an interested party transaction.

ARTICLE IX. AMENDMENTS TO THE BYLAWS

Section 1. Amendments

- A. These bylaws may be amended, altered, repealed, or restated by a majority of the Board then in office at a meeting of the Board, provided, however:
 - a. that no amendment shall be made to these Bylaws which would cause the Corporation to cease to qualify as a tax-exempt corporation under applicable Federal or State law, and,
 - b. that all amendments be consistent with the Articles of Incorporation.
- B. Amendments may be proposed by the Executive Board, by petition by a member or group of members, or by the Bylaws Committee.

ARTICLE X. ACCOUNTING

Section 1. Fiscal year

The fiscal year of the Corporation shall begin on July 1 and end on June 30 of the following calendar year.

Section 2. Books and records

The Corporation shall keep at the office of the Corporation correct and complete books and records of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these by-laws and all prior versions thereof (if and as applicable), all resolutions and written consents of the Board, and all minutes of meetings of the Members and meetings of the Board and committees thereof.

Section 3. Annual returns and necessary filings

The Entire Board shall review the Corporation's annual filing(s) with the Internal Revenue Service prior to it being filed. The Board may delegate to one or more Directors the preparation of filings and reports related to the Corporation's tax-exempt status or any other matter, subject to the Board's oversight, and may employ consultants or advisers, including legal or tax counsel, in connection with the preparation and/or review of such material(s).

Section 4. Electronic signatures

Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

ARTICLE XI. NON-DISCRIMINATION

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law.