

Meetings of the DLF Board of Trustees: The Potential for Occasional Strategic Sessions at Various Locations

A Proposal from the DLF Executive Committee to the DLF Board of Trustees

Background

By tradition, meetings of the prior DLF Steering Committee and the Board of Trustees have been in Washington, DC (with the exception of the Spring 2001 Steering Committee meeting, which was held in San Francisco).

The Bylaws

The Bylaws establish that the DLF as an incorporated organization is headquartered in Washington, DC:

***Article I, Section 1. Principal Office** The principal office of the Digital Library Federation (the “Corporation”) shall be located in the District of Columbia.*

and establish that the organization has an annual meeting of the Board of Trustees:

***Article II**
“The annual meeting of the Board of Trustees shall be the annual meeting of the Strategic, Administrative and Allied Members.”*

However, there is no limitation on where that meeting may take place, or even if the annual meeting should be the Spring Meeting or the Fall Meeting, although by default it is the Spring Meeting:

***Article III Section 8. Location of Meetings**. All meetings of the Board of Trustees may be held within or without the District of Columbia and may be held by means of telephone, video or internet conference.*

***Article III, Section 9. Annual Meeting**. The annual meeting of the Board of Trustees shall be held at such time and place as shall be determined by the Board of Trustees and designated in the notice or waiver of notice of the meeting. In default of such determination and designation, the first meeting in a calendar year shall be the annual meeting.*

***Article III, Section 10. Regular Meetings**. Regular meetings of the Board of Trustees may be held at such time and place as shall be determined from time to time by the Board of Trustees.*

The Proposal

Given that DLF has an organizational requirement for an annual “business” meeting (currently the Spring Meeting) , and given that we have had interest expressed in meetings of the Board to take place in other locations where we have members, including outside the US, the DLF Executive Committee proposes the following:

that we hold the Annual Meeting in the Spring in Washington, DC, and plan periodically for the Fall Meeting to be held at another location – perhaps a strategic session around a particular topic, hosted by a member organization.

This would not be expected to be an annual event, but rather something that would happen every several years.

It is likely that there will be some DLF business to attend to at that meeting, but as long as we have a quorum that can be achieved:

Article III, Section 14. Quorum. A majority of the voting trustees then serving, present in person or by proxy, at a meeting, teleconference, videoconference, or internet conference, shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, unless otherwise required.

The DLF Forum moves from site to site in order to be near a member whenever possible, and it would be possible to combine a strategic, issues-based meeting of the Board of Trustees with a Forum, having the event immediately before or afterwards, and even including some portion of the discussion on the Forum program if desirable to the Board.