

# iSchools

## Charter and Bylaws.

### §1 The Purpose of the iSchools

The iSchools, a consortium of information schools incorporated as a nonprofit corporation (“Organization” or “iSchools”) formed under the District of Columbia Non-Profit Corporation Code, D.C. Code § 29-301.01 et seq. (“Act”), takes it as a given that expertise in all forms of information is required for progress in science, business, education, and culture. This expertise must include understanding of the uses and users of information, the nature of information itself, as well as information technologies and their applications.

The iSchools has become organized and will be operated exclusively to serve charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“Code”), as an international consortium of information schools in institutions of higher education dedicated to advancing the information field in the 21st century and their shared fundamental interest in the relationships between information, people, and technology.

### §2 Board of Directors

The Board of Directors (previously called the “iCaucus”) is the formal decision-making organ of the Organization. The Board of Directors consists of two groups: the Executive Committee and six additional members elected by region.

The Executive Committee consists of eight members: the current chair, the chair-elect, the past-chair, the treasurer, the chairs of each of the three regions, and ex officio the Executive Director. The Executive Committee works with the Executive Director in handling the ongoing business of the iSchools. The Board of Directors must approve broader decisions such as changes in the budget and membership. **A majority of all members must approve any change in the dues or fundamental structural alterations and will elect the chair.**

The distribution of the six additional members will initially be calculated as follows:

(the number of iCaucus members in a region \* 1) plus  
(the number of Tier 2 members in a region \* 0.2) plus  
(the number of Tier 3 members in a region \* 0.1).

This reflects the voting policy in effect as of December 2017. Using this calculation, the initial distribution would be 4 additional representatives from the North American region, 1 additional representative from the European / Middle East / African region, and 1 additional representative from the Asia Pacific region. The formula will be recalculated every two years before a vote is

held, and will be based on the number of votes in a region. Future votes should take place before the annual meeting. Members may serve no more than two consecutive terms,

### **§3 Dues, Duties and other expectations of Membership in the iSchools**

Member schools will be assessed dues in the form of an annual membership fee as recommended by the Executive Committee and approved by a majority vote of all members.

All schools will have voting rights for additional representatives to the BOD, and on dues and fundamental structural alterations. iSchools paying a baseline fee of \$1000/year will have one vote for electing a member for the BoD. However, in order for the iSchools to be sustainable as an organization and perform all its day-to-day functions, some member schools will be expected to pay higher fees, as they are doing now. All schools are expected to pay as much as possible in accordance with the size, resources and structural limitations of their schools. However, in order to ensure that the higher fee paying members have a better say in the overall management and operation of the organization, voting rights for electing BoD members will be weighted by the size of the contribution (in multiples or fractions of 1000). iCaucus members as of January 2018 are encouraged and expected to pay the fee of \$5000/year to sustain the work of the organization. For contributions at this level, the membership designation of "iCaucus" will be retained as evidence of their support. Existing members **only** that truly cannot pay the base dues for structural/budget reasons may be allowed to pay less than \$1000. The minimum contribution is \$500 and \$750 is encouraged.

In order to implement the dues structure, the Executive Director and Executive Committee will query members about how much they elect to pay in annual membership fees. This will determine the number of votes each school has, and elections to the Board of Directors will follow immediately afterwards, and no later than June 2018. For existing iCaucus members the default is \$5000/year. Invoices for dues will be sent out in May.

The new Board of Directors governance structure will be effective after the additional members are elected. The Executive Director and Executive Committee are responsible for carrying out this vote before 1 June 2018.

### **§4 Suspension and Removal from Membership**

At the end of each calendar year, the Chair and the Treasurer of the Organization will review membership issues. Any iSchool members who have failed to pay dues may be suspended from membership in the organization and be unable to vote. The Chair of the Organization shall notify members when their membership and voting rights have been suspended.

A member which has received notice of suspension may send a protest to the Chair, who shall set up a meeting of the Board of Directors to decide by majority vote on reinstatement within three (3) months after receipt of this protest. Such decision by Board shall be final.

After receipt of notice of suspension, an iSchool member school shall become a non-voting member of the Organization until reinstated or removed.

If the iSchool member school does not protest the suspension in a timely fashion or if the Board of Directors shall determine not to re-instate the member, then the member school shall be removed from iSchool membership by a majority vote of the Board..

New leadership of a removed member school may apply for reinstatement at any time.

Suspension or removal of a member school from membership in the Organization shall automatically disqualify it from serving on the Board of Directors. .

### **§5 Authorized Representatives, Quorum, and Voting**

Each iSchool member's authorized representative to the annual meeting shall be the head of the information school, who may be the chief academic officer, dean, director or a person with a similar title and responsibility ("Representative"). Such Representative shall have the right to exercise the school's votes in all matters.

If the official head of a school cannot attend a particular meeting, this person may name a substitute who is faculty member in active service and preferably part of the school's leadership team. A school may also petition the executive committee to accept a standing representative, who is not the head of the school, for a fixed period of up to two years, on the condition that person is empowered to act on behalf of the school in all iSchool matters.

One-half of all of the Board of Director members shall constitute a quorum for a meeting and a valid vote of Board shall occur when there is an affirmative vote of a majority of Board members attending a meeting where a quorum exists.

Proxy votes are not allowed.

### **§6 iSchools Membership**

Criteria for being recognized as a member of the iSchools ("Member" or "member school") are not rigid, but schools applying for membership are expected at a minimum to have substantial sponsored research activity, engagement in the training of future researchers through an active, research-oriented doctoral program, a good reputation, and a commitment to progress in the information field. Schools that share these purposes and can provide evidence they meet the baseline characteristics described in the charter are encouraged to apply for membership.

Membership applications may be received by the Executive Director or Chair, and approved in accordance with the provisions under Membership Committee.

### **§7 Annual Meeting; Other Meetings**

The members shall meet annually at the iConference of the Organization. The members may also have regular meetings monthly as scheduled by the Chair of the Organization or the Executive Committee in a notice sent to all members no later than ten (10) days before the meeting.

The members may also have special meetings as called by the Chair of the Organization, by the Executive Committee (as defined below) of the Organization, or by at least twenty-five percent (25%) of the Board of Directors members, to be held at such other times of the year and at places as shall be specified by the Chair of the Organization in a notice to all members no later than ten (10) days prior to such meeting nor earlier than sixty (60) days prior to the meeting.

A meeting of the members need not be held at a geographic place if the meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings, substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

### **§8 Notice of Meetings; Other Member Action**

A notice of the annual meeting of Members held at the iConference of the Organization shall be sent to all members, and the time and place of such meeting shall be posted on the Organization's website under the iConference information.

Notices of this and all other meetings may be sent by electronic communications to the electronic mail address of the members on file with the Organization. If the Organization is unable to deliver two (2) consecutive electronic notices, then the Organization will use other reasonable means to contact the member including telephone or post.

Members may also take action by ballot without a meeting, if the Organization distributes ballots to all members with the proposed action and provides to all such members an opportunity to vote for, against, or to withhold a vote involving the proposed action. The solicitation by the Organization for the votes by ballot shall indicate the number of responses needed to meet the quorum requirements, the votes or percentage necessary to approve such matters, and the time by which the member of Board or iSchool Staff conducting the vote must receive the ballots. The quorum and number of votes needed in a ballot process shall be the same as that for a member meeting. The ballots may be sent and received by the Organization by electronic communications in the same manner as notices to meetings of members are sent.

### **§9 Other Requirements and Duties of Membership in the iSchools**

Member schools will be assessed dues in the form of an annual administrative fee as recommended by the Executive Committee and approved by a majority vote of the Board of

Directors from time to time. The dues may vary according to voting privileges and / or according to other criteria as specified by the Board of Directors.

### **§ 10 Officers; Resignation and Removal of Officers**

The Board of Directors is chaired by a Chair and served by a Treasurer elected by plurality vote of the whole membership. The Board of Directors is also served by the Executive Committee and Executive Director, as set forth in these Bylaws. Other ad hoc committees may be as established by the Board as the need arises. The membership of all committees shall be natural persons who are Representatives of iSchool members.

The Executive Committee has responsibility for identifying willing candidates for the position of Chair, and for conducting an election for the Chair position among the iSchool members.

The Chair must be a member of the iSchools. The Chair shall have all of the duties of a President under the Act.

### **§11 Committees**

The Executive Committee shall serve as a nominating committee for the office of Treasurer, by plurality vote, shall elect the Treasurer. The election of a Treasurer must be conducted every two years. A Treasurer may serve multiple terms.

The Board of Directors may appoint other ad hoc committees as seem useful. Committees must report at the iConference and must be renewed annually by Board of Directors if their work continues.

An officer or other member of the Executive Committee or any other committee may resign at any time by submitting a written notice of intent to resign to the Chair of the Organization (or to the immediate past Chair if the Chair is resigning) and such resignation shall become effective upon receipt or such later date as may be specified.

In the event that the Chair cannot fulfill his or her term, the Chair-Elect will take office early. In the event that a Chair-Elect cannot take office early, the immediate past Chair will resume office until the Chair-Elect can take office, or until a new election can be held. In the event that a Treasurer cannot fulfill his or her term, the Chair will appoint a temporary Treasurer from among the iSchools until an election can be held.

Other committees and work groups of the Board of Directors shall be established by majority vote of the Board members as a whole.

The Board of Directors shall also have the ability to remove any Chair, Chair-Elect, Treasurer or any member of the Executive Committee without cause upon a majority vote of the Board as a whole. This decision shall be final.

The Board of Directors shall fill any vacancies in the position of Treasurer or other members of the Executive Committee (other than the Chair and immediate Past Chair) between elections and such persons shall serve the unexpired term of the vacated position until the next election.

## **§12 Membership Process**

The Executive Committee is charged with vetting applicants for membership under criteria specified by the Board of Directors. These criteria may change over time. The current criteria are:

- Substantial external research funding.
- A doctoral program at their School with at least three years of graduates.
- A positive reputation in the School's areas of research and teaching.

The current process for accepting *regular* iSchool members is that the Executive Committee makes recommendations to the Board of Directors. The decision will be put to a vote of the Board. A majority vote of the Board shall approve membership.

Recommendations for *associate* members of the iSchools follow the same practice.

## **§13 Limitations on Authority of Committees and Workgroups**

In no event shall any committee or work group established by the the Board of Directors, including the Executive Committee, do any of the following: (1) authorize distributions of Organization assets; (2) approve or propose to iSchools members action that the charter and bylaws reserve to iSchools members only; (3) fill vacancies on the Board or any of its committees; or (4) adopt, repeal or amend the Charter and Bylaws of the Organization.

## **§14 Executive Committee**

There shall be a seven (8) person Executive Committee of the Board of Directors which shall be responsible for the day-to-day management and oversight of the Organization along with the Executive Director. The Board must confirm decisions of the Executive Committee involving membership issues or substantial financial or other commitments.

The members of the Executive Committee shall be selected as follows: Four (4) of these eight(8) members shall be the Chair, Chair-Elect, the immediate Past-Chair, and the Treasurer. Three members shall be the chair or representative of each region. The eighth member of the Executive Committee shall be the Executive Director, who serves *ex officio* and does not vote.

The members of the Executive Committee shall serve for the same term as the Chair, who is elected in odd numbered years, and who takes office at the beginning of the year with a symbolic transition at the subsequent iConference.

Each regular member of the Executive Committee shall have one vote to exercise on the Executive Committee. A majority of all of the Executive Committee members in office shall

constitute a quorum for a meeting, and a valid vote of the Executive Committee shall occur if there is an affirmative vote of a majority of the Executive Committee attending a meeting where a quorum exists. Executive Committee members cannot vote by proxy.

### **§15 Amendments**

All proposed amendments to this Charter and Bylaws shall first be discussed by the Executive Committee and then voted upon by the Board of Directors which is the decision-making organ of the Organization. Amendments must pass by a majority vote of those Board members at a meeting where a quorum exists. Any amendments affecting the regular iSchools membership must also be voted upon by the regular iSchools membership.

### **§16 Fiscal Year**

The fiscal year of the Organization shall be 1 January through 31 December.