

Library Publishing Coalition Governance Documentation (Bylaws)

Ratified July 2014, last updated March 2024

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Article I. Name

The Library Publishing Coalition (LPC)

Article II. Object

The LPC is an independent, community-led membership association. The purpose of the LPC is to support an evolving, distributed range of library publishing practices and to further the interests of libraries involved in publishing activities on their campuses.

Mission and Operating Principles

The LPC extends the impact and sustainability of library publishing and open scholarship by providing a professional forum for developing best practices and shared expertise.

Library publishing services play a key role in a community-owned, community-led scholarly communication ecosystem. The LPC exists to support the development of library publishing services and to articulate their value for faculty, students, staff, and other library and institutional stakeholders. The organization also works to advocate for library publishing as a field and build partnerships with other

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non-profit publishers with common interests and values to help enable its members to respond to changes in the scholarly communication ecosystem more quickly and efficiently and in innovative ways.

The LPC's founding members established the organization as a centralized coalition to support the emerging library publishing community of practice through coordinated professional development, increased communication and collaboration, new research, and shared documentation. These founding goals continue to scaffold the LPC's programming, which is also driven by underlying values of professionalism, openness, diversity, collaboration, and innovation.

Article III. Members

Who Should Participate?

Libraries¹ and library consortia who are engaged in or are considering providing scholarly publishing services should participate. LPC members comprise a robust network of libraries committed to enhancing, promoting, and exploring this growing field.

Eligibility

Membership in the LPC is by institution. The LPC does not have a class of membership tailored to or priced for individuals. Membership is open to libraries and library consortia engaged in or considering providing scholarly publishing.

Library Consortia

Library consortia that have or are considering providing publishing services may join the LPC as a single institution. The consortium's membership in the LPC does not confer or deny any status, rights, or responsibilities to institutions affiliated with the library consortium.

Benefits and Responsibilities

Benefits

Each Member² of the LPC receives:

- Voting rights
- Opportunities to serve on committees and working groups
- Community engagement and networking

¹ "A library that is an integral part of a college, university, or other institution of postsecondary education, administered to meet the information and research needs of its students, faculty, and staff." (*Online Dictionary for Library and Information Science*, http://www.abc-clio.com/ODLIS/odlis_about.aspx)

² Hereafter, the term "Member" (but not "Board Member" or "Committee Member") refers to the participating institution, as defined in "Eligibility." "Affiliates" are not Members (see Article IV: Affiliates).

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- Professional development and training
- Access to model documentation
- Access to members-only email announcement and discussion lists
- Member benefits negotiated with other organizations, or through Strategic Affiliate relationships
- Special registration rates for LPC events

Responsibilities

Each Member of the LPC bears responsibility for certain administrative duties (outlined below) and for participation in the LPC's activities.

Administration

Members will designate one individual to be a primary institutional contact and voting representative, hereafter Voting Representative, but may have additional staff participate in meetings and communication channels, and serve on committees and working groups. Primary institutional contacts are responsible for payment of membership dues and submission of signed Membership Agreements.

Voting representatives agree to ensure their institution is in good standing by complying with the Membership Agreement and by following established business procedures as outlined in this document.

Participation

Voting representatives are encouraged to participate in LPC activities through committee service, project involvement, and information sharing. Voting Representatives and other participating staff are expected to adhere to the LPC Code of Conduct.

Staff representing university presses, offices of scholarly communication, copyright offices or other stakeholders with an administrative connection to their library may participate in the LPC through their library's institutional membership.

Communication

All Members and their representatives are encouraged to participate in collaborative communication activities with the LPC. Members are encouraged to disseminate information about the LPC and its activities via professional conferences and publications, and in other venues and media.

Program Year

The LPC Program year shall run from July 1 - June 30.

Costs and Fees

Membership dues are annual at an amount to be set by the LPC Board and are charged for each program year. Membership dues are the primary financial resource for the LPC's activities, and the dues shall be set at an amount that covers the range of LPC activities as determined by the Board. Exceptions for

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libraries that cannot pay the required dues will be considered by the Board on a case-by-case basis. Membership is renewable on a year-by-year basis, and payment should be directed to the Host Institution (see Article XI) or separate office or entity as designated by the LPC Board. Fees for the full program year apply regardless of when during that period an institution joins. The Board may pro-rate new memberships at their discretion.

Membership Agreement

Upon joining the LPC, Members are required to submit a signed LPC Membership Agreement. Membership is with the LPC but is administered by the Host Institution.

Joining the LPC

Institutions interested in joining the LPC will submit a Membership Application for review by the Board. The Board bears responsibility for approval, orientation, and recruitment of new members. For more information, institutions may contact the Host Institution Representative.

Resignation, Reinstatement, and Expulsion

Institutions may resign from membership, request reinstatement of membership after resignation, or be expelled from membership of the LPC for cause.

Resignation

Any Member may resign by having the Voting Representative file a written resignation with the LPC President or staff, but such resignation shall not relieve the Member of the obligation to pay any outstanding dues or other fees. Resignation during a year for which fees have already been paid results in forfeiture of the fees for that year.

Reinstatement

A former Member desiring a continuous membership may be reinstated through reapplication and payment of all dues in arrears. If a continuous membership record is not desired, the Member may be reinstated on reapplication and payment of current year's dues.

Expulsion

Members may be expelled from membership, for cause, by a two-thirds majority vote of the entire LPC Board. Expulsion shall occur only after the Member has been given ample notice of the complaint and has been given an opportunity to present to the Board, either in person or in writing, a defense against the expulsion.

Article IV. The LPC Board

The LPC Board is the governing body of the LPC and directs its activities.

Charge

The LPC Board oversees the governance, organizational structure, Bylaws, and the review and direction of the membership of the LPC. This group provides guidance on critical decisions, formalizes documentation, and ensures that projects make progress towards their goals. The Board may exercise all powers granted to it as it determines to be expedient and necessary for the interests of the LPC.

The LPC Board shall be made up of representatives elected by ballot of the membership. Candidates for the Board need not be a Member institution's designated Voting Representative; any staff member of a Member institution may serve. The Community Facilitator will also serve on the Board as an ex-officio, non-voting member.

Selection and Terms of Service

Any staff member at a Member institution may nominate themselves or another staff member at a Member institution to serve on an open seat on the Board.

The annual call for nominees to run for the Board will occur no later than 90 days before the end of program year and will end no later than 60 days before the end of the program year. Elections for Board Members will be concluded no later than 30 days before the end of the program year, with at least 15 days for voting.

Eleven Board Members shall be elected to staggered, three-year terms. Board Members may be elected to two consecutive three-year terms. Board Members having served two consecutive terms must wait three years before being eligible to run again. The Board may occasionally designate terms shorter than three years to replace members who left before the end of their three-year term, or to ensure that too many members do not rotate off of the Board in any given year.

No more than one representative of an institution may serve on the LPC Board simultaneously. If more than one representative of an institution receives sufficient votes for a Board position, the individual receiving the highest number of votes will be the successful candidate and the other individuals will be eliminated from the set of successful candidates.

Board Members may be assigned one-year terms as a Liaison to an LPC committee, promoting communication between the LPC Board and the committee to which they are assigned. Unless the Board liaison has also been assigned to the committee as a member, they will serve in a non-voting capacity.

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Removal from Board, Extension of Terms, and Replacement

Any elected Board Member may be removed from the Board at any time, for cause or without cause, by a majority vote of the Voting Representatives of the total membership, or may be removed for cause by a majority vote of the Board acting at a meeting duly assembled, a quorum being present.

If one or more vacancies should occur on the Board for any reason, the remaining Board Members, although less than a quorum, may by majority vote elect a successor or successors for the unexpired term, or may by majority vote extend a Board Member's three year term by no more than one year.

Quorum

A quorum sufficient for the transaction of business of the LPC Board is defined as no less than one-half of the entire LPC Board.

Article V. Officers

Each year the LPC Board shall elect a President-Elect, a Treasurer, and a Secretary from among its 11 elected members. Elected officers shall take office at the start of the program year (July 1) following their election and shall serve, unless they resign, die, become incapacitated, or are removed, until successors are elected and assume their duties, or until the close of the program year (June 30) at the end of their terms of office. The Board may create, fill, and remove additional officer roles as needed.

Officers

President

The President shall serve a one-year term. The President serves as the presiding officer at all meetings of the membership and at all meetings of the LPC Board and shall sign Membership Agreements on behalf of the Board. The President serves as the spokesperson for the LPC. The President takes office after completing a term as President-Elect. The President shall assume the office of Immediate Past President after completing a term as President.

President-Elect

Board members are eligible to be elected to the position of President-Elect during the first or second years of their term. The President-Elect shall discharge the duties of the President in the President's absence and shall succeed to the office of President in the event of vacancy of that office. Time served due to an early vacancy does not count against the President-Elect's term as President.

Immediate Past President

The Immediate Past President serves to assist the incoming President with the transition to the new LPC Board and the preparation of the officers for the following year. If the President served in the third year

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of their term, as Past-President they will serve for one year as an ex-officio, non-voting Board Member. An individual representative must wait three years from the completion of the term as Immediate Past President before again being eligible to serve as President-Elect.

Treasurer

The Treasurer shall be responsible for the LPC's funds and records. The Treasurer shall work with the Host Institution to execute the following charges:

- collection of all Member dues
- establishment of proper accounting procedures for the handling of the LPC's funds
- oversight of and planning for expenditures
- establishment of an annual operating budget

The Treasurer will deliver an annual financial review to the LPC Board, the timing of which shall be determined in consultation with the President and the Community Facilitator. The Treasurer may be called upon by the LPC Board and the President to provide periodic reports on the financial condition of the organization.

Secretary

The Secretary shall work closely with the Community Facilitator and administrative staff to ensure that routine Board activities are carried out, and that open lines of communication are maintained. The Secretary will have primary responsibility for routine Board communications, the Board calendar, and the Shared Documentation Portal.

Article VI. Meetings

A meeting of the Members will take place each year during the time and place of the Library Publishing Forum or at another time and place as announced to the Members by the Board. The agenda for the meeting is determined by the President in consultation with the Board.

Special meetings of the membership may be called at the discretion of the LPC Board or by the President or the President-Elect acting on a written request of 5% or more of the Voting Representatives. A written notice of the time, place, and purpose of the special meeting must be distributed to all Voting Representatives at least one week in advance of the meeting. Voting Representatives may participate in special meetings via conference calls, video conference, or other forms of communication provided that any Voting Representative not physically present can hear, and be heard by, all those participating in such meeting, and a Voting Representative so participating shall be deemed present for quorum purposes.

The LPC Board will meet at least once per year. Other meetings of the Board may be called at any time by the President or by any three members of the Board. Board Members may participate in meetings via conference calls, video conference, or other forms of communication provided that any member not

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physically present can hear, and be heard by, all those participating in such a meeting and a Board Member so participating shall be deemed present for quorum purposes.

Article VII. Committees

Standing Committees

The LPC has several standing committees. A current list of committees and their descriptions is maintained on the LPC web site.

The Board is responsible for ensuring that Committees fulfill their charges and are adequately staffed. Committees can be disbanded by the Board by a majority vote of the Board with input from Committee Members.

Other LPC Committees and Task Forces

Other LPC Committees and Task Forces may be created by the Board. Task forces shall be established by the Board for a limited time to accomplish a specific goal. The President shall appoint chairs of task forces and provide their charges.

Membership

LPC Committees will be made up of staff members from Member institutions. The number of members on each committee will be determined by the Board. The Board will appoint Committee Members annually to the LPC Committees to serve two year terms beginning at the start of the program year (July 1). The Board may appoint members to longer or shorter terms as necessary to fill vacancies or ensure that Committee Member terms are staggered. Committee Members may be appointed to multiple consecutive terms. Committees may solicit additional participation from the membership, depending upon the needs of the Committee.

Chairs

Committee Members will select their own chair from among their membership, unless otherwise specified in the Bylaws. In the event of deadlock on a committee, the Board Member serving as liaison to the committee will appoint a chair.

Nominations

Staff at Member institutions may indicate interest in being on a committee by filling out a volunteer form and indicating preferred committees. The annual call for volunteers to request appointment to a committee will occur in the Spring of each year. Any representative of a Member institution may serve on a committee (i.e., not only the Voting Representative).

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Voting

All Committee Members shall have voting rights within the Committee. Committee decisions shall be made on a simple majority vote. In the event of a tie, the Board Member serving as liaison to the Committee will cast the deciding vote.

Article VIII. Parliamentary Authority

Voting

Each Member institution will appoint one staff member to represent the institution as a Voting Representative to the LPC. The Voting Representative of a Member institution shall be any person designated in writing by the institution at the time of payment of dues, unless otherwise and later designated in writing by the institution at least two weeks before distribution of ballots in which the representative is to vote. Each Voting Representative is entitled to one vote.

Voting will be conducted via electronic means (e.g., e-mail, web form) as designated by the LPC Board. Results of elections are to be tabulated and announced to the membership by the Board. Election data will be accessible by the community for three years following each election.

Article IX. Amendment of Bylaws

This document will be revisited annually to ensure that it continues to meet the needs of the current membership and the broader library publishing community. The LPC Board will meet annually to discuss amendments to the Bylaws.

Proposals. Amendments to the Bylaws may be proposed by the LPC Board; by any standing committee of the LPC in writing to the Board; or by a petition signed by a simple majority of Voting Representatives from Member institutions.

Notice. Written notice of the text of the amendment shall be provided to Members at least 30 days before consideration.

Voting. After notice has been provided to the membership, amendments shall be voted upon by each institution's Voting Representative by electronic ballot. The Bylaws amendment is accepted if two-thirds ($\frac{2}{3}$) of Voting Representatives vote in favor of the amendment.

Adoption. If not otherwise specified, a proposed amendment becomes effective as soon as it has been approved as described above.

Article X. Host Institution

Hosting and Administration

The legal affairs of the LPC must take place under the auspices of a capable Host Institution until such time as the LPC membership, through its governance apparatus, moves to operate the LPC as an autonomous legal entity. Governance of the LPC will be conducted exclusively by the LPC membership as defined in the Bylaws; the Host Institution will conduct essential business at the behest of and by specific arrangement with the LPC membership.

Any hosting and administrative arrangement may be established, amended, or canceled at any time by a vote of the LPC Board. The Host Institution operates with transparency to the LPC membership through a reporting relationship to the LPC Board (or a standing committee, provisional committee, or task force designated by the Board).

The LPC fiscal year shall align with the Host Institution's accounting and budgeting practices. The LPC shall independently determine the scheduling of its program year.

The LPC's current Host Institution is the Educopia Institute, a registered non-profit that serves and advances the well-being of libraries, information/research centers, and their parent institutions by fostering the advancement of shared information systems and infrastructures.

Professional Staff

Community Facilitator

The Community Facilitator is an employee of the Host Institution who bears primary responsibility for all program development duties, including attracting and retaining Member institutions, developing and maintaining relationships with relevant service organizations, research/market analysis, event hosting/organization, and creation/dissemination of outreach activities. The Community Facilitator will report to the LPC Board and to the leadership of the Host Institution. Additional staff may be added as needed and as finances permit.