

**Upper Peninsula Digital Network (UPLINK)
Board of Directors
Operating By-laws**

Article 1 – Name

The name of the organization is the **Upper Peninsula Digital Network (UPLINK)**. UPLINK is a collaborative network of heritage organizations (libraries, museums, and archives) dedicated to the preservation and documentation of the history of the Upper Peninsula of Michigan.

Article II – Mission

The mission of UPLINK is to collaboratively manage and sustain a low-cost, secure, and geographically distributed digital preservation and access service for locally created digital primary source material documenting the history of the Upper Peninsula of Michigan.

Article III – Board of Directors

A Board of Directors governs UPLINK and is responsible for the overall management, coordination, communication, and reporting. Three permanent members, representing Northern Michigan University (NMU), Michigan Technological University (MTU), and Lake Superior State University (LSSU), and five two-year staggered term positions, each representing a member heritage institution, comprise the membership of the Board of Directors. A chair, chair-elect, and secretary comprise the Board executive officers. The executive officers are elected by the UPLINK membership by a simple majority vote at the annual summer meeting. The Board of Directors will meet once quarterly and a quorum of the Board is 2/3 of the members.

The Central Upper Peninsula and Northern Michigan University Archives will serve as the administrative headquarters for UPLINK and the Board of Directors.

Article IV – Board of Directors Chair

The Board chair serves for one year. The chair is primarily responsible for convening and running all board and membership meetings; calling for and preparing meeting agendas; and brings all strategic items before the Board for consideration and vote. In addition, the chair serves as the spokesperson for UPLINK.

Article V – Board Chair-elect

The chair-elect serves for two years with the second year serving as the Chair of the Board of Directors. The chair-elect is primarily responsible for convening the standing committees of the Board to evaluate and document progress regarding active working items. The chair-elect will assist the outgoing chair with preparing agendas for Board meetings.

Article VI – Board Secretary

The secretary serves for one year with the opportunity for renewal. The secretary is primarily responsible for the recording and distribution of meeting minutes for all Board and membership meetings. The secretary is also responsible for issuing notifications of meetings, calls for nominations for all open Board positions, and reviewing the results of all voting elections.

Article VII – Standing Committees

Standing committees of the Board of Directors manage the Network's various tasks, such as finance, membership, appraisal and acquisition, technical policy and procedures, and educational outreach. The Board of Directors appoints the members of the standing committees from the general membership. Each committee has a minimum of three members. Terms of service are for two years with the opportunity for renewal.

- Finance Committee

The Finance Committee will serve as an advisory body to the Board of Directors. The Committee will review the financials and make recommendations to the Board concerning fees and expenditures as necessary.

- Membership Committee

The Membership Committee will promote UPLINK to prospective member organizations and interact with current members to gather information about their experience and needs as they relate to the long-term preservation and access to digital content. The Board past chair serves as chair of this committee for one year.

- Appraisal and Acquisition Committee

The Appraisal and Acquisition Committee will be responsible for making decisions concerning the acquisition of material into the Network. The Committee will ensure that collections accepted for ingestion into the Network meet the minimum guidelines and requirements of the appraisal and acquisition policy.

- Technology Committee

The Technology Committee will be responsible for research and evaluation of digitization standards, equipment, software, storage, and workflows related to the long-term preservation and access to digital content.

- Educational Outreach Committee

The Educational Outreach Committee will be responsible for developing publicity program designed to raise public awareness of the UPLINK, its services, and collection contents. The Committee will also work with educators in the region to develop lesson plans and educational activities for the region's public schools.

Article VIII – Membership Meetings

Membership meetings will be held once each year. The Board of Directors will set the agenda. Each meeting will occur during the month of July or early August. Members will vote to elect officers to serve on the Board of Directors and for any proposed changes to the operating bylaws. Members unable to physically attend the membership meeting may make arrangements to participate virtually. Members may present items to the Board secretary for inclusion on the agenda two weeks prior to the meeting date. A quorum consists of one-third of the member organizations.

Article IX – Nominations and Elections

Anyone affiliated with a member organization in good standing may stand for election or serve on the Board of Directors or on a standing committee. Nominations are due one month prior to the meeting following the July membership renewal. Members can self-nominate for any open position on the Board or standing committee. The membership will elect candidates by a simple majority vote.

Each member organization has one vote. Voting electronically or by proxy is permissible up to one week in advance of the membership meeting by notifying the Board secretary. In case of a tie vote, the Board chair will cast the deciding vote.

The Board secretary will compile and announce the voting results to the membership. All elected individuals will assume office and responsibilities immediately following announcement of the election results.

Article X – Amendments to the Governance Policies and Bylaws

UPLINK governance policies and operational bylaws may be amended at any time by a 2/3 majority vote of the membership. The Board of Directors shall ensure that member organizations receive notice of the proposed amendments sixty days prior to a vote. Any individual affiliated with a member organization in good standing may present a proposed amendment for consideration and a vote of the membership.