

Arizona Archives Alliance Bylaws

Adopted January 2013

ARTICLE I – NAME AND PURPOSE

1. **Name:** The name of this organization shall be the **Arizona Archives Alliance**. It shall be a 501(c)(3) nonprofit organization incorporated under the laws of the state of Arizona.
2. **Purpose:** The **Arizona Archives Alliance** is organized exclusively to advocate for and raise awareness of Arizona's archives community. Specifically, the organization's purpose is to provide support to Arizona archives and archivists and to promote the use of Arizona's archival resources.

ARTICLE II - BOARD OF DIRECTORS

1. **Powers of Directors:** The powers of the Arizona Archives Alliance are exercised and the business and affairs of the Arizona Archives Alliance are managed by its Board of Directors, subject to any limitation(s) set forth in the Articles of Incorporation.
2. **Number:** The Board consists of at least four officers: a President, a Vice President, a Secretary, and a Treasurer. The Board may elect up to eleven members-at-large but shall consist of no more than fifteen members in total. The roles and responsibilities of all officers are discussed in detail in Article III: Officers.
3. **Election:** Members of the Board of Directors (hereinafter called officers) are elected annually by a majority vote of the Arizona Archives Alliance's membership present at the scheduled Board meeting.
4. **Term of Office:** Each officer holds office for a term of one year. Sitting officers are eligible for re-election. There is no limit to the number of times an officer may be re-elected. Each officer continues to hold office until his or her successor has been duly elected and has qualified or until his or her earlier death, resignation, or removal. The Board of Directors may by duly adopted resolution change the officers' term of service.
5. **Resignation:** Any officer of the Arizona Archives Alliance may resign at any time by giving written notice to the Board of Directors or to the Board's presiding officer. Such resignation takes effect when the notice is delivered unless the notice specifies a later effective date or event. Unless otherwise specified, the acceptance of such resignation is not necessary to make it effective. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.
6. **Removal:** Any officer or agent may be removed, with or without cause, by a majority vote of the full Board of Directors whenever in its judgment the best interests of the Arizona Archives Alliance will be served thereby. Such removal is without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or other type of agent does not of itself create contract rights.

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7. **Vacancies**: A vacancy in any office because of death, resignation, removal, disqualification, creation of a new office, or any other reason may be filled by a vote of the majority of the full Board of Directors. The officer thus elected will serve for the unexpired portion of the term, at which time they will be eligible for re-election.
8. **Quorum**: The presence of the majority of sitting officers at a properly announced Board meeting shall constitute a quorum for the purpose of transacting business. This quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more officers. Members and/or their voting representatives do not need to be present in order for a quorum to be reached. If a quorum is not obtained, the majority of the officers present may adjourn the meeting without further notice.
9. **Meetings**: Meetings of the Board of Directors shall be held at such time, on such day, and at such place as the President of the Arizona Archives Alliance or a majority of the Board of Directors shall designate. It may be held by conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other or otherwise apprehend and follow the actions of the participants in a meeting, their participation in such a meeting to constitute presence in person.
10. **Notice**: Notice of any meeting shall be delivered at least four (4) days prior by written notice delivered personally, by mail, or by any other commercially acceptable means of business communication to each officer at his or her address. If mailed, such notice is deemed to be delivered four business days after deposit in the United States mail, so addressed, by certified delivery with postage prepaid. Notice of any meeting may be provided one (1) day previous if delivered personally, by facsimile, via email, or by any other means sufficient to provide adequate notice.
11. **Compensation and Expenses**: Officers shall serve as such without compensation. Expenses that officers incur in connection with the performance of their official duties may be reimbursed upon the approval of the Board of Directors. An officer shall not be precluded from serving the Arizona Archives Alliance in any other capacity or from receiving compensation for these services.

ARTICLE III – OFFICERS

1. **President**: The President of the Arizona Archives Alliance presides at all meetings and has general charge and control of the affairs of the Arizona Archives Alliance, subject to such regulations and restrictions as the Board of Directors may impose.
2. **Vice President**: The Vice President serves in the President's absence or in the event of the President's death, inability, or refusal to act. When acting in the President's stead, the Vice President has all the powers of, and is subject to all the restrictions upon, the President. The

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Vice President has such powers and performs such duties as may be assigned to him or her by the President or by the Board of Directors.

3. **Secretary**: The Secretary shall:
 - a. Keep the minutes of all meetings and proceedings of the Board of Directors;
 - b. Ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
 - c. Have charge of all the corporate books and records except for such financial books and records as are the responsibility of the Treasurer;
 - d. Perform all of the duties as may be assigned to him or her by the President or by the Board of Directors.

4. **Treasurer**: The Treasurer shall:
 - a. Have charge and custody of and be responsible for all funds, securities, financial books, records, and accounts of the Arizona Archives Alliance;
 - b. Receive and give receipts for monies due and payable to the Arizona Archives Alliance from any source whatsoever and deposit all such monies in the name of the Arizona Archives Alliance in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;
 - c. File yearly tax returns with the Arizona Corporation Commission and the Internal Revenue Service (IRS) as a part of maintaining the Arizona Archives Alliance's non-profit status;
 - d. Perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President or by the Board of Directors.

5. **Members-at-Large and Other Positions**: The Board may elect up to eleven members-at-large. Any vacant member-at-large office may be converted into another office at the Board's discretion. New offices may be created as necessary to further the Arizona Archives Alliance's work. Such positions as "Membership Coordinator" or "Arizona Archives Online Liaison" may be designated.

6. **Voting**: Each officer may cast one ballot in any election or other poll convened by the Board of Directors.

ARTICLE IV – MEMBERSHIP

1. **Eligibility for Membership**: Application for voting membership is open to any current resident of the United States and beyond (international). Membership is granted after receipt of a completed membership application and annual dues.

2. **Annual Dues**: Membership dues are due on July 1st for the upcoming fiscal year (July 1-June 30). Members joining from March 1 to July 1 will have their memberships automatically renewed on July 1 for the full year. Members wishing to participate in Arizona Archives Online are subject to an additional fee set by the AAO Steering Committee.

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3. **Voting Rights**: Student, Individual, and Patron members are eligible to cast one ballot in any election or other poll in which members are eligible to vote. Non-profit and for-profit organizations will appoint one voting representative to cast the member's ballot in any election or other poll in which members are eligible to vote.
4. **Voting Procedures**: All elections and other polls will be held at properly announced meetings of the Board of Directors. In order to vote, the member or the member's voting representative must be in attendance. Proxy voting is not permitted. Ballots cannot be submitted via U.S. mail, e-mail, or any other means of business communication.
5. **Non-Voting Membership**: The Board has the authority to establish and define non-voting categories of membership at its discretion.
6. **Resignation and Termination**: Any member may resign by filing a written resignation with the secretary. Resignation does not relieve a member of unpaid dues or other charges previously accrued. Any membership may be terminated with or without cause by majority vote of the Board.

ARTICLE V – COMMITTEES

1. **Committee Formation**: The Board may create ad hoc and standing committees as needed, including but not limited to fundraising, finance, and/or other special projects. The President of the Arizona Archives Alliance appoints all committee chairs.
2. **Executive Committee**: The four officers and each of the Members-at-Large constitute the standing Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee exercises of all the powers and authority of the Board of Directors in the intervals between meetings of the Board. The Executive Committee is subject to the direction and control of the full Board.
3. **Finance Committee**: The treasurer is the chair of the Finance Committee, which includes two other officers. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with other Board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall begin on July 1st and end on June 30th. Annual reports must be submitted to the Board showing income, expenditures, and pending income. The financial records of the Arizona Archives Alliance are public information and shall be made available to the membership, officers, and the public.
4. **Audit Committee**: Two officers and an individual/member outside the board (such as a CPA) will audit the accounting books yearly to ensure transparent and objective compliance of the

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fiscal management of the organization. A report detailing yearly compliance will be issued upon completion of the audit.

5. **Arizona Archives Online (AAO):** All administrative and technical oversight over the Arizona Archives Online resource is delegated to the standing Arizona Archives Online committee. Arizona Archives Online's governance document is available in Appendix A. Membership in AAO is granted after the prospective member signs a Letter of Intent (LOI), the AAO Steering Committee approves the prospective member, and the prospective member pays the appropriate dues for both Arizona Archives Alliance and Arizona Archives Online membership. Letters of Intent will be maintained by the Treasurer. The Arizona Archives Alliance will act as AAO's fiscal agent and will be responsible for all fiscal matters pertaining to the operation and maintenance of the AAO resource. No changes to AAO's structure or governance documentation may be made without the AAO Steering Committee's approval.

ARTICLE VI – AMENDMENTS

1. **Amendments:** These bylaws may be amended when necessary by a two-thirds majority vote of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE VII – CONFLICTS OF INTEREST

1. **Purpose:** The purpose of the conflict of interest policy is to protect the Arizona Archives Alliance's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member or officer of the Arizona Archives Alliance. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.
2. **Definitions**
 - a. **Interested Person:** Any member, officer, or member of a committee with Board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.
 - b. **Financial Interest:** A person has a financial interest if the person has directly, or indirectly, through business, investment or family:
 - an ownership or investment interest in any entity with which the Arizona Archives Alliance has a transaction or arrangement, or
 - a compensation arrangement with the Arizona Archives Alliance or with any entity or individual with which the Arizona Archives Alliance has a transaction or arrangement, or

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- a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Arizona Archives Alliance is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. Under Article VII, Section 2, Sub-section b of these bylaws, a person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

3. **Compensation**

- a. An officer who receives compensation, directly or indirectly, from the Arizona Archives Alliance for services is precluded from voting on matters pertaining to that member's compensation;
- b. A voting member of any committee whose jurisdiction includes compensation matters and who received compensation, directly or indirectly, from the Arizona Archives Alliance for services is precluded from voting on matters pertaining to that member's compensation;
- c. No officer or voting member of any committee whose jurisdiction includes compensation matters and who received compensation, directly or indirectly, from the Arizona Archives Alliance, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

4. **Procedures**

- a. **Duty to Disclose**: In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the Board of Directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists**: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or the committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining officers or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
 - An interested person may make a presentation at the Board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion

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of, and the vote on, the transaction or arrangement that results in the conflict of interest.

- The President of the Board or chairperson of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - After exercising due diligence, the Board or committee shall determine whether the Arizona Archives Alliance can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
 - If a more advantageous transaction or arrangement is not reasonably attainable under the circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested officers or voting members whether the transaction or arrangement is in the Arizona Archives Alliance's best interest and for its own benefit and whether the transaction or arrangement is fair and reasonable to the Arizona Archives Alliance and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.
- d. Determining Quorum: Common or interested officers may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies a transaction or arrangement.

5. Violations of the Conflict of Interest Policy

- a. If the Board or committee has reasonable cause to believe that an officer or member has failed to disclose actual or possible conflict(s) of interest, it shall inform the officer or member of the basis for such belief and afford the officer or member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the officer or member and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the officer or member has in fact failed to disclose an actual or possible conflict of interest(s), it shall take appropriate disciplinary and corrective action.

6. Records of Proceedings: The minutes of the Board and all committees with Board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was

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present and the Board's or committee's decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.
7. **Annual Statements:** Each officer and member of a committee with Board delegated powers shall annually sign a statement which affirms that such person –
 - a. received a copy of the conflict of interest policy
 - b. has read and understands the policy;
 - c. agrees to comply with the policy; and,
 - d. understands that the Arizona Archives Alliance is a nonprofit organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax exempt purposes.
8. **Periodic Review:** To ensure that the Arizona Archives Alliance operates in a manner consistent with its nonprofit status and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - a. Whether compensation arrangements and benefits are reasonable and are the results of arm's length bargaining.
 - b. Whether acquisition of professional and other provider services to the Arizona Archives Alliance result in inurement or impermissible private benefit.
 - c. Whether partnership and/or joint venture arrangements or arrangements with management services organizations or other arrangements with organizations providing services to the Arizona Archives Alliance conform to the Arizona Archives Alliance's written policies for the acquisition of such services, are properly recorded, reflect reasonable payments for such goods and services, further the Arizona Archives Alliance's goals, and do not result in inurement or impermissible private benefit.
9. **Use of Outside Experts.** In conducting the periodic reviews provided for in Article VII, Section 8, the Arizona Archives Alliance may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of its responsibility for ensuring that periodic review is conducted.

Appendix A: Arizona Archives Online Bylaws

I. Mission Statement

- a. The mission of Arizona Archives Online (AAO), with the support of the Arizona Archives Alliance (AzAA), is to provide free Internet access to descriptions of archival collections, preserved and made accessible by Arizona repositories, including libraries, special collections, archives, historical societies, and museums. Through the collaboration of the Arizona repositories we strive to inform, enrich, and empower the public by creating and promoting access to a vast array of primary sources across the state of Arizona.

II. Members

- a. Arizona Archives Online has four types of contributing members:
 - i. Large Academic Institutions¹ (15,000 students or more)
 - ii. Small Academic Institutions (14,999 students or less)
 - iii. Large Non-Academic Institutions (4 or more full-time employees)
 - iv. Small Non-Academic Institutions (3 or less full-time employees)
- b. Annual membership fees for AAO are due by July 1 of each year.
- c. All contributing members of Arizona Archives Online must also hold institutional membership in the Arizona Archives Alliance.
- d. As part of their membership, all Arizona Archives Online members receive:
 - i. Permission to upload an unlimited number of finding aids to AAO. There is no minimum number of finding aids that must be uploaded;
 - ii. Training in AAO best practices and in the use of Arizona Archives Online's infrastructure;
 - iii. Maintenance of the AAO database and stylesheets;
 - iv. Continuous Web presence and maintenance of the AAO website, server, and associated software, including resolution of compliance issues;
 - v. Enhanced access to collection information through the AAO platform;
 - vi. Development and maintenance of AAO's best practices;
 - vii. Reports generated by Google Analytics in support of institutional assessment activities (requests for other reports will be considered on a case-by-case basis);

¹ An "Academic Institution" is defined as a college or university.

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- viii. Coordination of the overall AAO program; and
- ix. Negotiation for and management of AAO's technical consultant.
- e. All members of Arizona Archives Online are expected to:
 - i. Designate one individual as a contact person for AAO;
 - ii. Attend an annual plenary meeting either in-person or online. In the event that a representative cannot attend this meeting, contact the Administrative Executive to obtain the minutes;
 - iii. Attend special meetings convened by Arizona Archives Online or by the Arizona Archives Alliance whenever possible;
 - iv. Comply with all uploading protocols found in the training documentation;
 - v. Comply with basic standards for EAD quality set forth in the AAO best practices;
 - vi. Report any website errors or server issues to the Steering Committee promptly;
 - vii. Keep abreast of AAO activities and projects; and
 - viii. Sign a Letter of Intent (LOI) with the Arizona Archives Alliance (AzAA) Board in accordance with the policies and procedures set forth in AzAA's bylaws
- f. New members may join Arizona Archives Online at any time. The annual fee will be prorated accordingly. The Steering Committee will assist the new member institution in obtaining the necessary permissions to upload finding aids to AAO and provide instruction on using the AAO uploading system.
- g. Any member of Arizona Archives Online may discontinue their membership at any time. Withdrawing members have two options:
 - i. Discontinue membership in AAO but continue to have finding aids accessible on the AAO website. Withdrawing institutions can upload no additional finding aids, can make no changes to existing finding aids, and cannot delete individual finding aids. They may elect to withdraw from AAO completely and delete all of their finding aids at any time. Withdrawing institutions will have no voice in the consortium's government (including finding aid display).
 - ii. Discontinue membership in AAO and remove all finding aids from the AAO database. In this instance, all of the withdrawing institution's

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finding aids will be removed by the AAO Steering Committee; AAO will not keep backup copies.

- iii. Former members who wish to rejoin AAO should contact the Administrative Executive directly.
- h. Members whose dues for either the Arizona Archives Alliance or Arizona Archives Online are more than sixty (60) days in arrears will be considered to have discontinued membership in AAO. All of the member's guides will be removed and backup copies will not be kept.
- i. If the AAO Steering Committee finds a member not to be in compliance with the expectations set forth in Section II, Sub-Section e, the Administrative Executive will send a letter describing the type and extent of the non-compliance to the member in question. Members are expected to contact the Administrative Executive upon receipt of such a letter in order to work out a solution to the problems described. If a mutually agreeable solution cannot be reached, the member will be ejected from AAO. All of the member's guides will be deleted by the AAO Steering Committee and backup copies will not be kept.

III. Voting

- a. Each member institution of Arizona Archives Online may cast one ballot in any election or other poll convened by the Steering Committee regardless of the institution's size.
- b. Two-thirds of Arizona Archives Online's member institutions shall constitute a quorum for voting purposes.
- c. The outcome of any election or other poll will be determined by simple majority when the number of responses necessary to constitute a quorum is reached or when the announced deadline for casting ballots has expired. This deadline will be announced when voting is opened.

IV. Steering Committee

- a. Arizona Archives Online is a self-governing unit of the Arizona Archives Alliance (AzAA) and is governed by the Arizona Archives Online Steering Committee. Specifically, the Committee is responsible for:
 - i. Developing and maintaining AAO's best practices;
 - ii. Selecting and contracting a technical consultant to maintain the AAO database and necessary stylesheets;

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- iii. Investigating new technologies and metadata harvesting options;
 - iv. Sharing members' finding aids with such relevant projects as ArchiveGrid and SNAC;
 - v. Enhancing guide searchability in Internet search engines;
 - vi. Maintaining a current list of AAO members (including contact information);
 - vii. Maintaining communication with AAO members, including posting minutes of Steering Committee meetings on the AAO website, monitoring the AAO e-mail account (azarchives@gmail.com), and distributing other announcements as necessary;
 - viii. Conducting workshops to provide AAO members with opportunities for continuing education on subjects relevant to AAO, including Encoded Archival Description (EAD) and *Describing Archives: A Content Standard* (DACS);
 - ix. Ensuring member compliance with rules and regulations set forth by the steering committee;
 - x. Producing reports in support of assessment activities conducted by member organizations; and
 - xi. Recruiting new members.
- b. The Steering Committee will formulate a charge or strategic plan annually. This charge or plan will enumerate the goals that the Committee will work toward in the coming year.
 - c. The Steering Committee will compile an annual report detailing the Committee's accomplishments, current projects, and future plans. This report, along with a strategic plan, will be presented to the AzAA Board annually and distributed to AAO's members.
 - d. Arizona Archives Online's Steering Committee will meet regularly no less than once every three months. Additional meetings may be convened as necessary.

V. Officers

- a. The Arizona Archives Online Steering Committee shall be composed of at least five members drawn from the resource's member institutions. Of these members, at least two will be drawn from academic institutions, at least two will be drawn from non-academic institutions, and at least one will be a member-at-large. The Steering Committee may include as many as seven members.

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- b. Steering Committee members will serve staggered two-year terms. Current members may be re-elected to the Committee upon the expiration of their term of service.
- c. Elections will be held annually. The exact date will be decided on a year-to-year basis.
- d. Steering Committee members may be nominated by any representative of any member institution from two months to two weeks before a regular election. Self-nomination is permitted. The Steering Committee will issue a call for nominations two months before the scheduled election.
- e. Candidates for the Steering Committee will provide brief statements detailing their reasons for running and providing a summary of their qualifications. These statements will be distributed electronically to the AAO membership at least one week prior to the election.
- f. With the AAO Steering Committee's participation, the AzAA Board of Directors will appoint one member of the Committee to the AzAA Board as the AAO Liaison. The Liaison is expected to attend AzAA Board Meetings in person or via teleconference and to present a summary of the meeting's proceedings to the next Steering Committee meeting; to offer input regarding AAO to the AzAA Board and input regarding AzAA to the AAO Steering Committee as necessary; and to serve as AzAA's primary contact on the AAO Steering Committee.
- g. The Steering Committee will select from among its members an Administrative Executive who will serve until replaced. This individual is the AAO membership's primary contact person on the Steering Committee and is responsible for maintaining communication with the membership through email and other forms of electronic communication; bringing issues raised by members to the attention of the Steering Committee; developing the annual AAO strategic plan with input from the membership, Steering Committee members, and external partners; organizing meetings and distributing meeting agendas to Steering Committee members; and posting the minutes of Steering Committee meetings to AAO's website.
- h. Should a member of the Committee resign before completing their term of service, a replacement Committee member will be appointed by the departing member's home institution. The replacement member will serve until the close of the original term of service, when they will be eligible to run for a seat on the Committee during the regular election. Should an appropriate replacement not

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be available, the position will remain empty until the next regular election. Should two or more positions become vacant simultaneously, a special election will be held to fill the positions. The representatives elected will serve until the close of the original terms of service, when they will be eligible to run for seats on the Committee during the regular election.

VI. Fiscal Policies

- a. The Arizona Archives Alliance will act as Arizona Archives Online's fiscal agent and will be responsible for all fiscal matters pertaining to the operation and maintenance of the AAO resource.
- b. The AzAA Board will provide the Steering Committee with an annual financial report. This report will be distributed to AAO's members. The Steering Committee may also request financial reports from the AzAA Board at other times.
- c. Arizona Archives Online membership fees for each member category will be reviewed annually. In the event that the Steering Committee finds it necessary to change these fees, the Steering Committee will submit a proposal outlining these changes to AAO's membership. The membership will then vote on these changes in accordance with the policies and procedures outlined in Section III: Voting.

VII. Committees

- a. The Arizona Archives Online Steering Committee may create ad hoc committees to facilitate projects and investigate new technologies and opportunities as necessary. The Steering Committee defines the ad hoc committee's charge and the Administrative Executive appoints the committee's members.

VIII. Meetings

- a. An open plenary meeting for Arizona Archives Online's member institutions will be held annually. This meeting will include an online component so that members may attend from remote locations. At least one representative from each member institution should attend the meeting.
- b. Special meetings of Arizona Archives Online's membership may be convened by the Steering Committee at its discretion. These meetings will include an online component so that members may attend from remote locations.

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IX. Metadata Sharing Policy

- a. The Arizona Archives Online Steering Committee may share the metadata in the AAO database, in whole or in part, with outside entities who may request it without prior consultation of the membership. Metadata will not be shared with or sold to individuals or organizations wishing to use it for commercial or other for-profit purposes.

X. Copyright Policy

- a. Arizona Archives Online members retain the copyright to the finding aids that they place in the AAO database. The contributing institution is responsible for verifying the copyright and/or fair use status and/or obtaining the necessary permissions before placing any information, text, graphics, or data into the AAO database. Each member institution agrees that it is solely responsible for any loss, liability, or expense incurred by loading copyrighted materials into the AAO database by its employees or agents where such loading or subsequent use, viewing, printing, downloading, or recopying is alleged to be an infringement.

XI. Privacy Policy

- a. Arizona Archives Online does not collect any type of personally identifiable information about the individuals who access its site. No information about members or their users is collected or sold to any third parties.
- b. Arizona Archives Online automatically collects data documenting the use of its guides and user behavior. This information is used to improve the AAO platform, is not personally identifiable, and is not sold to third parties.

XII. Amendments

- a. Amendments to these bylaws may be recommended by AAO members or initiated by resolution of the Steering Committee. Amendments proposed by AAO members must be submitted in writing to the Administrative Executive. The Administrative Executive will provide copies of the proposed amendments to the Steering Committee and to AAO's membership at least 15 days in advance of the meeting at which they are presented. Amendments may be adopted by a vote of AAO's membership conducted according to the policies and procedures described in Section III: Voting.

Appendix B: Arizona Archives Online Letter of Intent

[Date]

[Name]

[Address Line 1]

[Address Line 2]

Re: Letter of Intent

Dear [Contact Name]:

The purpose of this letter is to confirm that [Institution] intends to become a member of Arizona Archives Online (a self-governing unit of the Arizona Archives Alliance) and that the Arizona Archives Alliance (AzAA) intends to accept [Institution] as a member of Arizona Archives Online.

Arizona Archives Online (AAO) is a consortium that allows members to create EAD finding aids and add them to the AAO database for display on the Internet on the AAO website. Members may upload an unlimited number of finding aids. Members receive training in AAO's best practices and in the use of AAO's infrastructure; maintenance of the AAO database and stylesheets; continuous Web presence and maintenance of the AAO website, server, and associated software; enhanced access to collection information through the AAO platform; development and maintenance of AAO's best practices; reports generated by Google Analytics in support of institutional assessment activities; metadata sharing with appropriate outside entities; coordination of the overall AAO program; and negotiation for and management of AAO's technical consultant.

AAO members are expected to designate one individual as a contact person for AAO; attend an annual plenary meeting either in-person or online; attend special meetings convened by AAO or by AzAA whenever possible; comply with all uploading protocols found in the training documentation; comply with basic standards for EAD quality set forth in the AAO best practices; report any website errors or server issues to the Steering Committee promptly; keep abreast of AAO activities and projects; and sign a Letter of Intent (LOI) with AzAA.

Detailed descriptions of AzAA's and AAO's governance structures, the benefits to and expectations of AAO members, and the responsibilities of AzAA and AAO are available in AzAA's and AAO's bylaws.

This letter is a letter of intent only. It is not intended to be, and shall not constitute in any way a binding or legal agreement, or impose any legal obligation or duty on [Institution], the Arizona Archives Alliance, or Arizona Archives Online. [Institution] will become a member of Arizona Archives Online once the AAO Steering Committee issues its formal approval and [Institution] pays the dues required for both the Arizona Archives Alliance and Arizona Archives Online. If the foregoing reflects our mutual statement of intention, please sign and return the enclosed copy of this letter.

Sincerely,

[Name]

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Arizona Archives Online Steering Committee

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Prospective Member Agreement

Signature _____

Print Name _____

Title _____

Date _____