

# DRYAD GOVERNANCE STRUCTURE

JULY 2011 PROPOSAL

- ## GOALS
- Create governance structure that allows
1. Wise and informed decision making for Dryad's future
  2. Engagement with a broad community of stakeholders
  3. Tax-exempt 501(c)3 status
  4. Legal ability to negotiate with Duke or other hosts

- ## MEMBERS
- Journals, societies, publishers, or organizations are eligible to apply for membership if they
- (1) subscribe to deposit data from all articles in one or more journals, or
  - (2) hold at least 100 vouchers for submission per year, or
  - (3) provide in-kind contributions of similar value.
- Membership must be approved by the Board of Directors.

- ## MEMBER RIGHTS
- Each member may choose a delegate to attend the annual meeting of Dryad.
  - Delegates meet to give advice for the direction of Dryad and to elect members of the Board of Directors.
  - Changes in the bylaws require vote of the delegates.
  - Each delegate has one vote at the annual meeting, regardless of the number of members he or she represents.

- ## BOARD OF DIRECTORS
- Responsible for oversight of Dryad operations, including selection of executive staff
  - Composed of nine persons
  - Directors chosen by election at annual meeting by delegates, three per year for three-year terms
  - Board will appoint a committee to nominate new directors, and nominations shall be solicited from delegates at the annual meeting.\*
  - Nominations for directors need not be delegates.
  - Officers of the board shall be elected annually by the Board of Directors
  - The board may appoint *ex-officio* members of the board for a limited term by majority vote

## QUORUM

For Board of Directors, at least half of the Board makes quorum.

For the annual meeting, all members must be informed of the annual meeting at least two months in advance; quorum is 10% of the membership.

In the event of failure of quorum of delegates, election of the board will be held by electronic vote, requiring a minimum of 10% of eligible delegates.