

# DDI Alliance Bylaws

## I. Preamble

As described in the Charter, the Alliance is an unincorporated, self-sustaining membership organization whose members have a voice in the development, promotion, and dissemination of DDI specifications.

## II. Definitions

*Annual Meeting of Members:* An assembly of Member Representatives convened for the Alliance's annual business meeting.

*Associate Member Organization:* A Member Organization that does not pay dues.

*Chair:* The individual elected by the Designated Member Representatives to lead Annual Meetings and to serve as Chair of the Executive Board.

*Designated Member Representative:* An individual designated by the Member Organization to exercise its voting rights.

*Executive Board:* The policy-making and oversight body of the Alliance.

*Executive Director:* Individual from the Host Institution who runs the Secretariat and coordinates Alliance activities.

*Executive Director's Advisory Group:* Small group that advises the Executive Director on an ongoing basis.

*Good Standing:* Payment of annual Alliance dues (if applicable), provision of in-kind contributions, and adoption of DDI standards and products as appropriate.

*Host Institution:* An organization providing an operational base and assuming direct financial and legal responsibility for the Alliance.

*Member Organization:* An organization that is in good standing in the Alliance.

*Member Representative:* An individual appointed by the Member Organization to represent it at the Annual Meeting of Members and other Alliance meetings.

*Observers:* Individuals from Member Organizations who are not Member Representatives, or individuals from non-member organizations, participating in meetings. Observers participate without voting rights.

*Scientific Board:* The scientific and technical body of the Alliance.

*Secretariat:* The administrative arm of the Alliance that provides financial and clerical support.

*Sub-Committee:* A subset of Member Representatives that is established by either the Member Representatives or the Scientific Board and created by formal resolution for a defined purpose or objective and for a specified period of time.

*Technical Committee (TC):* Scientific Board standing committee that models, renders, maintains, and updates the specifications.

*Vice Chair:* The individual elected by the Designated Member Representatives to lead Annual Meetings in the absence of the Chair and to serve as Vice Chair of the Executive Board.

*Working Group:* A group composed of Member Representatives and possibly individuals outside Member Organizations that is established by formal resolution of the Scientific Board or the Executive Board, for a defined purpose or objective and for a specified period of time.

### **III. Purposes**

The Alliance is made up of diverse organizations from a range of countries, disciplines, and sectors committed to developing and maintaining publicly available metadata standards and semantic products for documenting social science and related data. The Alliance's purposes are to further its Mission and to fulfill the Objectives in the Alliance Charter.

### **IV. Organization**

An Executive Director and an Executive Board manage the operations of the Alliance, while a Scientific Board is responsible for its scientific and technical work. A small Secretariat is maintained to administer day-to-day operations. The Alliance is financially self-supporting through a variety of revenue streams, including membership dues; license fees; workshops,

symposia, and publication fees; and external research or training grants and contracts with the Host or a Member Institution.

The Alliance is a Program of the University of Michigan (UM) as the current Host Institution and operates within the Inter-university Consortium for Political and Social Research (ICPSR) in accordance with the Alliance's Charter and Bylaws and with the policies and regulations of the University of Michigan.

## **V. Products**

The DDI standards and semantic products are advanced through development lines. These development lines and products, which shall be publicly available, are described in a standing document, "**Standards Development and Review Process and Procedure**".

## **VI. Membership**

### **A. Terms of Membership and Dues**

1. Membership in the Alliance is open to any organization or agency that maintains its good standing, has a material interest in the work of the Alliance, agrees to the terms of the Membership Agreement, and is in compliance with this Charter and Bylaws. All Members shall have the same rights, although the Executive Board may create differing classifications of membership for the purpose of levying annual dues.

Multiple memberships from a single agency, organization, or institution are admitted on a case-by-case basis subject to the approval by formal resolution of the Executive Board. Where multiple memberships are granted, each membership shall appoint a Member Representative with the rights and obligations described in this section.

2. The Executive Board shall establish a schedule for payment of annual dues for each classification of membership, payable in U.S. dollars. This payment shall be made in full upon receipt of the annual invoice. Not more than once per year, the Executive Board may modify the classification of membership and raise or lower the annual dues after consultation with and ratification by the Members at the Annual Meeting. No Member Organization may have its dues raised until the end of its yearly membership period. At the discretion of the Executive Board, annual dues may be reduced for Members located in developing countries or in countries whose economies are in transition. Such reduction of membership dues will be reported annually to and ratified by the Members at the Annual Meeting.

## **B. Rights and Obligations of Members**

### 1. A Member Organization:

(a) Shall have a seat at the Annual Meeting of Members and the Scientific Board of the Alliance. Its Designated Member Representative should attend the Annual Meeting and may also serve on the Scientific Board as the liaison to the Member Organization.

(b) Shall have one vote exercisable on its behalf by its Designated Member Representative. A Member Organization shall provide the Executive Director with the name of its Designated Member Representative prior to any vote.

(c) Shall be eligible to have a Member Representative elected to the Executive Board with all rights and privileges of a member of the Executive Board.

(d) May send Observers to the Annual Meeting of Members and the Scientific Board of the Alliance, subject to space limitations.

(e) Should participate in at least one substantive activity of the Alliance, such as an elected position, Technical Committee, Sub-Committee, or Working Group through its Member Representative or other employees.

(f) May display the Alliance trademarks on promotional material and publicize the Member's participation in the Alliance.

(g) May send a specified number of participants, as determined by the Executive Board, to selected Alliance-sponsored workshops and symposia without payment of workshop and symposia fees.

(h) May request access to Member-only information for employees of its organization.

### 2. An Associate Member Organization:

(a) Shall have a seat at the Annual Meeting of Members and the Scientific Board of the Alliance.

(b) May send Observers to the Annual Meeting of Members and the Scientific Board of the Alliance, subject to space limitations.

(c) Should participate on at least one substantive activity of the Alliance, such as an elected position, Technical Committee, Sub-Committee, or Working Group through its Member Representative or other employees.

(d) May display the Alliance trademarks on promotional material and publicize the Member's participation in the Alliance.

(e) May request access to Member-only information for employees of its organization.

3. If the Member Organization is itself a consortium, user society, professional association, or otherwise has members or sponsors, the rights and privileges granted under Alliance membership extend only to the paid employees or designated representatives of the Member Organization, not to such organization's individual members or sponsors.

## **VII. Scientific Board**

### **A. Purpose**

The purposes of the Scientific Board are to:

1. Contribute to the substantive content of DDI standards and semantic products and approve major version revisions.
2. Evaluate technical proposals through the Alliance standards review process.
3. Undertake research and testing concerning proposals for DDI standards and semantic products.
4. Develop and promulgate best practices for use of DDI standards and semantic products.
5. Assess progress and barriers to progress.
6. Suggest future directions and activities for the Alliance.

### **B. Organization**

1. The Scientific Board shall be composed of Member and Associate Member Organization Designated Representatives and shall be staffed by the Secretariat.

2. The Executive Director is an ex-officio member, without vote, of the Scientific Board. The Executive Director is not eligible to serve as Chair or Vice-Chair.
3. At least one-third of the Members present at a meeting of the Scientific Board properly called by the Executive Director shall constitute a quorum.
4. The Executive Director may invite others to participate as Observers in activities and meetings of the Scientific Board.
5. Members of the Scientific Board shall elect a Chair and Vice-Chair from among themselves for a term of three years. The Chair and Vice-Chair are eligible for re-election.
6. The Technical Committee will be established as a standing committee of the Scientific Board.
7. The Scientific Board may also form Sub-Committees and Working Groups on specific topics.

### **C. Technical Committee**

1. The purpose of the Technical Committee is to model, render, maintain, and update the DDI specifications to meet community needs and align with Alliance strategic goals. The TC receives input from substantive working groups of the Scientific Board, DDI users and developers, and other interested parties.
2. The activities of the Technical Committee cover the following:
  - a. Develop the conceptual models.
  - b. Implement the models in various technical forms.
  - c. Monitor the metadata landscape and related developments.
  - d. Initiate and plan possible future directions for the standards.
3. The Technical Committee will elect a Chair and Vice Chair for a three-year term. The Chair and Vice-Chair are eligible for re-election.

## **VIII. Executive Board**

### **A. Purpose**

The purposes of the Executive Board are to:

1. Select a Host Institution to house the Executive Director and Secretariat and to assume financial and legal responsibility for the Alliance.
2. Set overall policy and budget for the Alliance.
3. Provide strategic guidance and review of the Alliance's activities.
4. Appoint an Executive Director for the Alliance for a five-year, renewable term.
5. Oversee the management of the financial affairs of the Alliance on behalf of the Members.
6. Set Alliance membership fees and length of membership term for each institutional classification of membership subject to the ratification by formal resolution at the Annual Meeting of Members.
7. Set fees for use of Alliance registered trademarks, certification marks, and collective marks or copyright material and for Alliance-sponsored activities and products.
8. Make decisions on allocation of funds for innovative work and testing.
9. Form Working Groups to perform specific duties.

### **B. Organization**

1. The Executive Board is composed of seven voting members: six At-Large members elected by the Designated Member Representatives and one member appointed by the Host Institution.
2. The Executive Director shall serve as an ex-officio member, without vote, of the Executive Board.

## **C. Elections**

1. At-Large members will be elected following an Annual Meeting and serve for a term of four years except for the initial election where half will be elected for two-year terms and half for four-year terms. Terms will start on July 1 of the election year. Any At-Large member vacancy will be filled by election as soon as possible and that member will begin serving when elected for the remainder of the vacating member's term.
2. In election years, nominations for At-Large members will be solicited in April and a slate will be prepared by the Executive Director for discussion at the annual meeting with the election occurring in June. In the event that there are more candidates than positions, the election will be decided on the basis of those candidates getting the most votes. If a tie vote occurs, a second round of voting will take place.
3. The Chair and Vice Chair of the Executive Board will be elected by the Board soon after the regular biennial At-Large member elections for a term of two years and each may serve no more than three consecutive terms. The Chair and Vice Chair of the Executive Board will also serve as the Chair and Vice Chair of subsequent Annual Meetings of the Membership Representatives.

## **IX. Executive Director**

The role of the Executive Director is inter alia to:

1. Supervise the Secretariat and prioritize its work.
2. Convene the Annual Meeting of Members, meetings of the Executive Board, and the Scientific Board.
3. Maintain the list of Designated Member Representatives of Member Organizations.
4. Represent the Alliance at conferences, meetings, and other forums, or designate someone from the Alliance to do so.
5. Make programmatic decisions based upon the recommendations of the appropriate committees.
6. Coordinate Alliance activities around the world.

7. Assist the Host Institution and Members to raise funds for DDI-related activities.
8. Present an annual Financial Report to the Executive Board.
9. Present an annual Activities Report to the Alliance.
10. Designate Member Representatives as official Alliance representatives to other organizations and committees.

As appropriate, the other members of the Executive Board will assist the Executive Director in these activities. The Executive Director may also appoint appropriate staff as needed.

The Executive Director serves as an ex officio member of the Executive Board and the Scientific Board, without vote.

## **X. Secretariat**

The Executive Board will negotiate an agreement with the Host Institution to house the Executive Director and the Secretariat and to assume financial and legal responsibility for the Alliance. The work of the Secretariat will be supported by membership dues and other fees. The tasks of the Secretariat shall include the following:

1. Develop and manage a Web site for communication within the Alliance and with the public.
2. Arrange for and facilitate meetings of the Member Representatives, Executive Board, and the Scientific Board.
3. Support the Executive Director's work.
4. Arrange for and facilitate any Alliance elections and votes.
5. Publish such material as is directed by the Member Representatives, the Board of Experts, or the Executive Board.
6. Provide for the ongoing functioning of the DDI Agency Registry.
7. Organize workshops as directed by the Scientific Board.
8. Collect dues and fees.

9. Maintain auditable financial records and accounts.
10. Produce annually a Financial Report detailing income and expenditures for review by the Executive Board and circulation to the Member Representatives.
11. Produce annually an Activities Report for the Member Representatives, Board of Experts, and Executive Board.
12. Solicit additional Member Organizations to join the Alliance.
13. Conduct such other business as assigned by the Executive Board.

## **XI. Executive Director's Advisory Group**

### **A. Purpose**

The purpose of the Advisory Group is to advise the Executive Director on an ongoing basis.

### **B. Organization**

The Advisory Group shall be composed of the Chairs and Vice Chairs of the Executive Board, the Scientific Board, and the Technical Committee.

## **XII. Working Groups**

### **A. Purpose**

Working Groups advise the Executive Board or the Scientific Board on relevant topics and activities related to the operation, development and future of the Alliance and its specifications and semantic products.

### **B. Organization**

1. Working Groups may be created by the Executive Board or the Scientific Board.
2. Membership is drawn from the Member Representatives and such other persons as may be appointed by the body creating the Working Group. In general, Working Groups should broadly represent the community with relevant knowledge and expertise about the subject area that is the focus of the Group's work.

3. A Working Group shall have a designated leader who is responsible for managing the work of the group and reporting on an annual basis to its authorizing body.

### **XIII. Meetings**

#### **A. Official Meetings**

The Alliance has a number of possible meetings, which may or may not occur during the course of a calendar year. These include, but are not limited to:

- Annual Meeting of Member Representatives.
- Meeting of the Scientific Board.
- Meeting of the Executive Board.

#### **B. Annual Meeting of Member Representatives**

1. The Annual Meeting of Member Representatives occurs once within a calendar year.

2. The purposes of the Annual Meeting of Member Representatives are to:

- (a) Provide a forum for Member Organization discussion and feedback.
- (b) Review and approve the activities of the Executive Board in the preceding year.
- (c) Receive and approve by formal resolution the Annual Report of the Executive Director.
- (d) Deliberate any proposals to amend the Charter and Bylaws.

3. The Annual Meeting of Member Representatives shall be called separately by the Executive Director and may precede or follow a meeting of the Scientific Board.

4. The Annual Meeting of Member Representatives shall be chaired by the Chair of the Executive Board.

5. At least one-third of the Designated Member Representatives present at an Annual Meeting properly called by the Executive Director shall constitute a quorum.

6. The Member Representatives may meet more often than annually if called to do so

(a) By formal resolution of the Executive Board.

(b) By presentation of a petition to the Executive Board drafted for that purpose and approved by one-third of the Designated Member Representatives.

### **C. Meeting of the Scientific Board**

1. The Scientific Board shall meet at least once per year.

2. At least one-third of the members of the Scientific Board present at a meeting properly called by the Executive Director shall constitute a quorum.

### **D. Meeting of the Executive Board**

1. The Executive Board shall meet at least once per year to discuss matters related to its purpose.

2. At least one-third of the members of the Executive Board present at a meeting properly called by the Executive Director shall constitute a quorum.

## **XIV. Budget**

The Executive Board shall establish a budget that provides financial support for the successful operation of the Alliance that may include support for some portion of the time of the Executive Director, Alliance duties and functions as determined by the Executive Director and the Secretariat, expert consultation, meetings, training, and funds for innovation and testing.

## **XV. Specification Review Process and Procedure**

Every proposal for a modification to an existing specification goes through a standard review process, unless an alternative process is later approved by the Executive Director and the Scientific Board. The standard review process is documented in "Standards Development and Review Process and Procedure."

## **XVI. Visiting Experts**

Member Organizations may volunteer to contribute staff on assignment to the Host Institution or Member Organizations for specific implementation efforts sponsored by the Alliance. If the Host Institution or Member Organization has the resources to accept such staff, the visitors will be provided with appointments as Visiting Experts. For the portion of their time assigned to Alliance activities, visitors will coordinate their work with the Executive Director based on Alliance priorities.

## **XVII. DDI Standard Publicly and Internationally Available**

The DDI standards shall be publicly and internationally available free of charge to any one.

## **XVIII. Intellectual Property**

As the current Host Institution, the University of Michigan, on behalf of the Alliance, will maintain, protect and license all registered trademarks, certification marks and collective marks or copyright held by it, or held in the name of the Alliance or on behalf of the Alliance, by the University of Michigan, solely in accordance with these Bylaws. Costs associated with these activities will be borne by the Members through assessment of dues and other fees as necessary.

## **XIX. Amendments to the Charter and Bylaws**

Any Member Organization may propose an amendment to the Charter and Bylaws by drafting a petition to be signed by at least one-third of the Member Organizations. Amendments may also be proposed by a simple majority of the Executive Board. Proposals to amend the Charter and Bylaws shall be deliberated at the Annual Meeting of the Member Representatives.

Amendments must be adopted by a two-thirds majority vote of the Designated Member Representatives after written electronic notice of the vote of at least sixty days. No amendment may void the condition of the Bylaws that DDI standards shall be publicly and internationally available free of charge, whether or not that organization is a Member of the Alliance (Section XVII).