

Articles of Governance —

SPARC*

The Scholarly Publishing and Academic Resources Coalition

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Article I. Name

The name of the coalition is the Scholarly Publishing and Academic Resources Coalition, hereinafter referred to as SPARC. SPARC operates as an independent project of the New Venture Fund (NVF), a 501(c)(3) nonprofit.

Article II. Statement of Purpose

SPARC is a non-profit advocacy organization that supports systems for research and education that are open by default and equitable by design. SPARC believes everyone should be able to access and contribute to the knowledge that shapes the world.

As a catalyst for action, SPARC's pragmatic agenda focuses on driving policy change, supporting member action, and cultivating communities that advance the vision of knowledge as a public good. From the local to the global level, SPARC works to address the ways in which knowledge systems exclude people due to racism, colonialism, and other legacies of injustice.

Article III. Membership

SECTION 1. CLASSES OF MEMBERS.

SPARC shall have two classes of members: 1) Voting Members, which shall be eligible to vote for Steering Committee candidates ("Full Members"); and 2) Non-voting Members, which shall not be eligible to vote for Steering Committee candidates ("Affiliate Members").

SECTION 2. MEMBER QUALIFICATIONS.

- a) Any academic or research institution that desires to support the mission and purpose of SPARC, and that otherwise meets the terms and conditions of Membership set forth from time to time by the Steering Committee (the "Committee"), may apply to become a Full or Supporting member of SPARC. The criteria for Membership are set forth in Addendum A. The Steering Committee may establish additional criteria for Membership, including new Membership categories, and may admit additional Members.
- b) The rights, duties, privileges, and requirements of Members shall be determined, and may be modified, by the Committee from time to time. The Committee may classify Members into subgroups for the purposes of the payment of dues, participation in SPARC activities, or for any other purpose deemed appropriate by the Committee.
- c) Applications for Membership must be approved by an affirmative vote of the Steering Committee, which may delegate the authority to approve applications to SPARC's Executive Director or another designee. Such approval may be denied for any reason deemed sufficient by the Committee or its designee even though the applicant may otherwise meet the stated criteria for Membership. Membership shall be effective upon the execution by the Member of a SPARC membership agreement.
- d) Members shall have the right to vote for candidates to the Steering Committee, as described in Article IV, Section 3.

SECTION 3. MEMBERSHIP DUES AND OBLIGATIONS.

If so determined by the Committee, all Members of SPARC will be obligated to pay membership dues and make other commitments in such manner and at such times as may be determined by the Committee, and to abide by the provisions of these Articles of Governance and any policies and procedures adopted by the Committee. All Members who are current with their dues payments, if any, and who remain in compliance with applicable Member policies and procedures then in effect, shall be considered Members in good standing.

SECTION 4. TERMINATING MEMBERSHIP.

A Member may terminate its membership at any time. The Committee may terminate or suspend the membership of a Member in accordance with any membership policies and procedures governing Membership that it may adopt. Dues are not refundable upon termination of membership.

Article IV. Steering Committee

SECTION 1. POWERS.

The Steering Committee shall supervise and oversee the activities and affairs of SPARC. The Steering Committee shall have authority to adopt policies and procedures governing all SPARC activities to the extent consistent with the terms of the SPARC-NVF Administrative Agreement. All acts of the Steering Committee are subject to review and approval by the Board of Directors of New Venture Fund. The Committee may delegate to subcommittees such powers as it deems fit.

SECTION 2. NUMBER AND COMPOSITION.

a) Number.

The Steering Committee shall consist of between 11 and 15 individuals (and endeavor to have an odd number of Voting members), not including the SPARC Executive Director, who shall serve as a non-voting *ex officio* member of the Committee, and other non-voting members that the Executive Director might appoint. The number of Committee members shall be set by the Committee and may be changed by a majority vote at any meeting of the Committee at which a quorum exists. No decrease in the number of Committee members shall have the effect of shortening the term of any incumbent Committee member.

b) Composition.

- i. The Nominating Committee will have the responsibility to ensure Steering Committee candidates represent the diversity of SPARC membership.

c) Appointed Members.

To provide representation of SPARC stakeholder groups or organizations, the Executive Director may appoint individuals to serve as non-voting members of the Steering Committee. Such appointments shall be for one-year terms, renewable, at the Executive Director's discretion.

SECTION 3. ELECTION, QUALIFICATION, AND ALTERNATES.

a) Election.

Members of the Steering Committee shall be elected annually by a majority vote of the Voting Members. The director or equivalent administrator of each Member shall have the right to vote on behalf of the Member ("Voting Representative"). Any Member may, by written notice to the Chair of the Steering Committee, designate a new Voting Representative. Each Voting Representative shall be entitled to one vote for Committee members, by mail or by electronic mail, or as otherwise designated by the Steering Committee.

b) Qualification.

- i. Steering Committee members shall be elected from the candidates proposed to the Membership by the Nominating Committee or proposed in writing to the Chair of the Nominating Committee by any group of five or more Voting Members, provided that such written nominations are accompanied by the consent of the nominee and submitted to the Nominating Committee at least 30 days prior to the Annual Elections.
- ii. Each candidate for the Steering Committee shall be an employee of a Voting Member. No Member may be represented by more than one candidate for election to the Steering Committee in any given election. Steering Committee membership is non-transferable. Only the Member candidate elected to the Committee may serve as a Steering Committee member, and Committee members may not designate alternates to serve their term or act on their behalf. Candidates for the Steering Committee must be willing to sign the NVF-SPARC Steering Committee Statement of Responsibilities.

c) Term of Office.

Members of the Steering Committee shall be elected for staggered three-year terms. Committee members shall be divided into three groups of approximately equal size. Each Committee member shall hold office for a term of three years:

- i. Steering Committee members in Group A shall have their terms expire in 2014 (and every three years thereafter);
- ii. Steering Committee members in Group B shall have their terms expire in 2015 (and every three years thereafter).
- iii. Steering Committee members in Group C shall have their terms expire in 2016 (and every three years thereafter).

A record of the terms and Groups of the Steering Committee Members shall be maintained and documented by SPARC's Executive Director or the Executive Director's designee. The Executive Director may modify Groups as necessary to ensure a balanced number of Steering Committee members across the Groups. No Steering Committee member may serve for more than two consecutive three-year terms, except for individuals filling vacancies for unexpired terms, who may serve for two additional consecutive three-year terms. Each Steering Committee member shall continue in office until his or her successor has been elected and qualified, or until his or her death, resignation, or removal. A Member that has had a Steering Committee representative for two consecutive three-year terms shall not be eligible to have a representative elected to the Committee until at least one year has elapsed between terms.

SECTION 4. VOLUNTARY RESIGNATION, DEEMED RESIGNATION, REMOVAL, REPLACEMENT OF A STEERING COMMITTEE MEMBER.

a) Voluntary Resignation.

Any Steering Committee member may resign at any time by giving written notice to the Chair of the Committee.

b) Deemed Resignation.

- i. Should any Steering Committee member cease to be employed by the Member which the Committee member represented at the time of his or her election, then that Committee member shall be deemed to have resigned from the Committee, and the Committee vacancy created shall be filled in accordance with the provisions of Clause (d), below.

- ii. If the Member that a Steering Committee member represents ceases to be a member of SPARC, then that Committee member shall be deemed to have resigned from the Committee, and the Committee vacancy created shall be filled in accordance with the provisions of Clause (d), below.
- iii. A Steering Committee member who fails to participate in or attend three consecutive regularly scheduled Committee meetings may be deemed by a majority vote of the Committee to have resigned, and the Committee vacancy created shall be filled in accordance with the provisions of Clause (d), below.

c) Removal.

Any Steering Committee member may be removed from the Committee, with or without cause, by a two-thirds vote of the Committee members at any meeting at which a quorum is present. Should removal be approved, the Steering Committee shall fill the vacancy through the procedures specified in Clause (d), below.

d) Vacancies.

A vacancy on the Steering Committee arising from a resignation or as a result of increasing the number of Committee members, may be filled by a majority vote of those Committee members at any meeting at which a quorum is present. The Committee will vote on a slate of one or more candidates proposed by the Executive Director. A Steering Committee member elected to fill a vacancy shall be eligible to serve two full, consecutive three-year terms.

e) Duties.

Steering Committee members are expected to attend regularly scheduled meetings. Steering Committee members may not designate alternates to serve their term or act on their behalf. A Steering Committee member may not designate another Steering Committee member to vote as their proxy. Steering Committee members must sign the NVF-SPARC Steering Committee Statement of Responsibilities.

f) Compensation.

Elected Steering Committee members shall serve without compensation for their services.

SECTION 5. MEETINGS.

a) Annual Meeting.

The Annual Meeting of the Steering Committee shall be held at a date, time, and place designated by the Committee. Notice of the date, time, and place of the Annual Meeting shall be given to all Committee members in such form as the Committee may determine.

b) Regular Meetings.

Regular meetings of the Steering Committee shall be held upon such notice and such date, time, and place as designated by the Committee.

c) Special Meetings.

Special meetings of the Steering Committee may be called at any time by the Chair, by the SPARC Executive Director, by a majority of the voting Committee members, or by any other individual so authorized by the Committee. Notice of the date, time, and place of special meetings shall be given to all Steering Committee members in such form as the Committee may determine. Except as otherwise provided in these Articles of Governance, any business may be transacted at any duly called Committee meeting.

d) Participation by Remote Communication.

Any Steering Committee member may participate in a meeting of the Committee by any communication channel that allows all persons participating in the meeting to hear each other. The Steering Committee may also determine that any annual, regular, or special meeting will be held solely by means of remote communication, in which case the meeting notice shall describe the means for such remote communication.

e) Unanimous Written Consent in Lieu of a Meeting.

The Steering Committee may take action without a meeting if all Voting Committee members then in office consent in writing or by electronic transmission to the specific action and the writings or electronic transmissions are filed with the minutes of proceedings of the Committee.

f) Quorum.

Except as otherwise specified in these Articles of Governance, at all meetings of the Steering Committee, a majority of the Voting Committee members then in office shall constitute a quorum for the transaction of business at any meeting of the Committee.

g) Voting.

Except as otherwise specified in these Articles of Governance, the affirmative vote of a majority of the Voting Steering Committee members present at any meeting at which a quorum is present shall be an act of the Committee.

h) Actions Requiring Super-Majority Vote.

To constitute a valid act of the Steering Committee, the following matters shall require the affirmative vote of two-thirds of the Voting Committee members present at any meeting at which a quorum is present: (a) approving SPARC's annual budget; (b) incurring unbudgeted capital expenditures in excess of US \$100,000; (c) acquiring unbudgeted assets or selling any assets with a value in excess of US \$100,000; (d) incurring unbudgeted debt or expense with a value in excess of US \$100,000; (e) amending these Articles of Governance; (f) hiring or terminating the Executive Director; (g) removing any Steering Committee member with or without cause; and (h) terminating or ratifying an administrative agreement with a SPARC fiscal sponsor. Incurring capital expenditures, acquiring or selling assets, or incurring debt with values of US \$100,000 or below shall be subject to the majority vote of the Steering Committee or the approval of such other parties as delegated by resolution of the Committee.

Article V. Officers

SECTION 1. OFFICERS.

The officers of the Steering Committee shall be a Chair and, if the Committee deems necessary, one or more Vice Chairs or other officers, and such officers shall have the authority prescribed by the Committee, subject to any limitations imposed by New Venture Fund as SPARC's fiduciary sponsor.

SECTION 2. ELECTION, TERM OF OFFICE, RESIGNATION AND REMOVAL, VACANCIES.

a) Election of Officers.

Officers of the Steering Committee shall be elected by the Committee members in July, or as soon as possible thereafter if circumstances require, following the on-boarding of the newly elected Committee members

b) Term of Office.

Officers shall be elected for a one-year term and, except in the case of resignation or removal, shall hold office until their respective successors have been duly elected. No officer may serve for more than three consecutive one-year terms in a specific office, except for individuals filling vacancies for unexpired terms, who may serve for three additional consecutive one-year terms.

c) Resignation.

Any officer may resign at any time by giving written notice to the Chair of the Steering Committee or to the Executive Director.

d) Removal.

Any officer may be removed, with or without cause, by a majority vote of the Steering Committee members then in office. Subject to Article IV, Section 5(h) above, the Executive Director shall serve at the pleasure of the Steering Committee.

e) Vacancies.

A vacancy in any office shall be filled for the unexpired term by a majority vote of the Steering Committee.

SECTION 3. POWERS AND DUTIES.

a) Chair.

The Chair shall preside at all meetings of the Steering Committee and shall exercise general charge and supervision of the affairs of SPARC, subject to the control of the Committee and the Agreement with NVF. The Chair shall perform such other duties as may be assigned by the Steering Committee.

b) Vice Chair.

The Steering Committee may appoint one or more Vice Chairs. The Vice Chair(s) shall assist the Chair and preside at meetings in the absence of the Chair. The Vice Chair(s) shall perform such other duties as may be assigned by the Committee.

c) Chair Emeriti.

To ease the transition for a newly elected Chair, the Executive Director may appoint one or more Chair Emeriti (either the outgoing Chair or a previous Chair) to provide guidance.

d) Executive Director.

- i. The Steering Committee shall nominate an Executive Director, who shall be SPARC's chief executive and operating officer and, subject to the control of the Committee and ultimate discretion of NVF, shall have general charge and supervision of the day-to-day business and operations of SPARC, including strategic, tactical, and financial planning. The Executive Director shall manage the SPARC office and personnel, including the power to hire and fire such personnel; prepare an annual budget; implement all activities funded by the budget, as approved by Steering Committee; manage all funds and securities of the organization; keep all Steering Committee meeting minutes and issue minutes and reports; and perform such other duties as may be assigned by the Steering Committee.
- ii. The Executive Director shall be a non-voting *ex-officio* member of the Steering Committee. The Executive Director shall also serve as Treasurer for SPARC.
- iii. The Executive Director may receive such reasonable compensation as the Steering Committee may determine, as recommended by the Compensation Committee as stipulated in Article VI, Section 4.

Article VI. Committees

SECTION 1. STANDING COMMITTEES.

The Steering Committee may, by a resolution adopted by majority of the entire elected Committee, designate and appoint a Nominating Committee, and such other committees as the Steering Committee may from time to time find appropriate. The Steering Committee shall designate at least three of its members to serve on each such committee except that the members of the Nominating Committee and the Compensation Committee shall be elected in the manner described below. The Steering Committee shall also appoint the Chair for each committee. Between meetings of the Steering Committee, such committees shall have and may exercise all the authority granted by the Steering Committee, to the extent provided in the resolution. However, no committee shall have the authority to amend or repeal these Articles of Governance, elect or remove any officer or Committee member, remove the Executive Director, or authorize the voluntary dissolution of SPARC. Any action taken by such committees between meetings of the Steering Committee shall be reported to the Committee at its next meeting.

SECTION 2. EXECUTIVE COMMITTEE.

The Steering Committee, by a resolution approved by a majority of the entire elected Committee, may designate from among its elected members an Executive Committee to consist of at least three Committee members and shall include the Chair and any Vice Chair(s) as *ex officio* members with voting rights and the Executive Director as an *ex officio* member without voting rights. The Steering Committee shall have full discretion in determining the number of members of the Executive Committee. The Executive Committee shall have and may exercise all of the powers and authority of the Steering Committee granted in an authorizing resolution adopted by the Steering Committee, but the actions of the Executive Committee, other than those in the ordinary course of operations, shall be subject to subsequent ratification by the Steering Committee, within a reasonable time thereafter.

SECTION 3. NOMINATING COMMITTEE.

Each year, the Executive Director shall submit for the approval of the Steering Committee a list of not less than five nor more than seven individuals, including Committee members (who shall constitute a majority of the committee) and representatives from Members that do not currently have a representative serving on the Steering Committee, to serve on the Nominating Committee. To the extent practical, the composition of the Nominating Committee should reflect the diversity of the SPARC membership. The Nominating Committee shall propose a slate of Steering Committee candidates at least 14 days in advance of each Annual Election. The Executive Director, acting on behalf of the Steering Committee, will communicate the slate of candidates to the Membership and administer the election process, including the announcement of Members elected to the Steering Committee. Nominating Committee members shall serve for one-year terms or until their successors have been appointed.

SECTION 4. COMPENSATION COMMITTEE.

Each year, the Chair shall submit for the approval of the Steering Committee a list of two Committee members to serve with the Chair on the Compensation Committee, of which the Chair will serve as chair. The Compensation Committee shall review and approve organizational goals and objectives relevant to the Executive Director's compensation, evaluate the Executive Director's performance in light of those goals and objectives, consider appropriate comparative compensation data, and make recommendations to the full Steering Committee as to the Executive Director's compensation based on this evaluation. In evaluating and recommending an annual long-term incentive component of the Executive Director's compensation, the Compensation Committee may consider a number of factors, including, but not limited to, SPARC's performance on critical strategic objectives, the value of similar incentive awards to Executive Directors at comparable organizations, and the awards given to the Executive Director in previous years. The Compensation Committee's recommendation shall be submitted to the Steering Committee for approval no later than December 15 of each year.

SECTION 5. OTHER COMMITTEES AND TASK FORCES.

The Steering Committee may create and appoint members to such other committees and task forces as the Committee shall deem appropriate. Such committees and task forces shall have the powers and duties designated by the Steering Committee, and shall give advice and make non-binding recommendations to the Committee. Each committee shall consist of at least one Steering Committee member and the Executive Director and shall operate for the term designated by the Committee.

SECTION 6. STRATEGIC PARTNER REPRESENTATIVES.

The Steering Committee shall have the authority to invite individuals from SPARC strategic partner organizations, as nominated by a Committee member or by the Executive Director, to serve as non-voting observers at Committee meetings. Such strategic partner representatives shall have the powers and duties designated by the Steering Committee, and shall give advice and make non-binding recommendations to the Committee. Strategic partner representatives shall serve for one-year terms.

SECTION 7. VACANCIES, AND RULES.

Vacancies in the membership of committees may be filled by the Steering Committee Chair. Each committee and task force may adopt rules for its meetings not inconsistent with these Articles of Governance or with any rules adopted by the Steering Committee. Unless otherwise specified in these Articles of Governance, all committee members shall serve at the pleasure of the Steering Committee.

SECTION 8. QUORUM AND PROCEDURES.

A majority of all of the members of any committee established by the Steering Committee shall constitute a quorum at any meeting thereof. General procedures of the committees shall be governed by rules fixed by the Steering Committee. Unless otherwise specified in these Articles of Governance, all committee members shall serve at the pleasure of the Steering Committee.

Article VII. Agents and Representatives

The Steering Committee may appoint agents and representatives of SPARC with such powers and to perform such acts or duties on behalf of SPARC as the Committee may see fit, to the extent consistent with these Articles of Governance and the terms of SPARC-NVF Administrative agreement.

Article VIII. Fiscal Year

The fiscal year of SPARC shall be the fiscal year of NVF.

Article IX. Amendments

The Steering Committee shall have the exclusive power to make, alter, amend, and repeal the Articles of Governance by the affirmative vote of two-thirds of the Committee members present and entitled to vote at any meeting at which a quorum is present. However, notice of the proposed amendment or amendments shall have been included in the meeting notice which is given to the Steering Committee members, and such action shall comply with the terms of the SPARC-NVF Administrative Agreement.

ADDENDUM A: SPARC MEMBERSHIP CATEGORIES

VOTING MEMBERS

Open to academic or research institutions that seek to support the mission and purpose of SPARC and that otherwise meets the terms and conditions of Membership set forth from time to time by the Steering Committee.

Voting Members participate in the governance of SPARC, including eligibility to serve on the SPARC Steering Committee and provide direct input on SPARC's strategic direction.

NON-VOTING MEMBERS

Non-voting Members receive all SPARC Member benefits but are not eligible to serve on the SPARC Steering Committee. The non-voting member class is comprised of Affiliate Members. Affiliate Membership is open to scholarly and scientific societies, professional associations, academic and educational institutions, and nonprofit library or educational organizations.

Per Article II, Section 2, Clause C of these Articles of Governance, applicants for all classes of Membership are subject to approval by the SPARC Steering Committee based upon a determination of the organization's compatibility with the interests, values, and goals of SPARC.