



Text Encoding Initiative

TEI Bylaws

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These Bylaws are those proposed at the time of incorporation as subsequently revised. They may be revised further by the TEI Board, as described in [Article 7](#) below. The Bylaws specify [classes of membership](#), [conduct](#)

[of meetings of the Consortium Members](#), [appointment and responsibilities of Consortium Officers](#), [constitution and responsibilities of the Board of Directors](#), [constitution and responsibilities of the Technical Council](#), and [funding of Consortium activities](#).

Article I. Members

1. Classes of Membership.

There shall be two classes of membership in the TEI Consortium: individual membership and institutional membership. Any form of institution, consortium, organization, project or company may become an Institutional Member. Only private individuals may become Individual Members. Institutional Members shall have the right to vote in all TEI elections, in particular to elect members of the TEI Board of Directors and to elect members of the TEI Technical Council. Individual Members shall have the right to elect members of the TEI Technical Council. Both classes of Member shall be equally eligible for such other membership benefits as the TEI Board of Directors may determine from time to time, including but not limited to preferential rates for attendance at TEI-sponsored events, discounted rates for purchase of TEI-related services or software, or similar.

2. Application and Dues.

Any organization or individual wishing to become a Member of the TEI Consortium may apply by submitting an application, in form prescribed by the Board of Directors to the Secretary of the Consortium or other Officer.

Individual and Institutional Members shall pay membership dues in such amounts and at such intervals as determined by the Board of Directors from time to time. Notice of any dues increase approved by the Board of Directors shall be provided to Members at least 60 days prior to the annual billing date for dues. No Member shall be entitled to a refund of any dues or other charges or assessments upon resignation or termination.

3. Duration.

Each Member may hold membership as long as such Member remains qualified for membership, except that membership may be sooner terminated by suspension or expulsion as provided in [Clause 4](#) of this Article or by resignation as provided in [Clause 5](#) of this Article.

4. Termination.

The Board of Directors may terminate a membership in the Consortium upon a good-faith finding of (a) misconduct by such Member reflecting discredit upon the Consortium or (b) violation of these Bylaws (including but not limited to the nonpayment of dues or other required charges or assessments).

5. Resignation.

Any Member may resign from the Consortium by delivering written notice of resignation to the Secretary. Such resignation shall be effective upon the Secretary's receipt of such written notice.

Article II: Meetings of Members

1. Meetings.

Meetings of the Members shall be held not less than once a year, on such dates and at such places as the Board of Directors may designate from time to time. The last meeting before December 31 in any year shall be designated the Annual Meeting for that year. At the Annual Meeting, both the Board of Directors and the Technical Council shall report to the membership on the operation of the Consortium during the preceding year. The results of annual elections will also be presented at this Annual Meeting.

2. Special Meetings.

A Special Meeting of Members may be called by the Board of Directors at its discretion or upon written request to the Secretary by one-third or more of the Institutional Members of the Consortium. No business other than that specified in the notice of the meeting shall be transacted at any Special Meeting of the Members.

3. Voting.

Members shall be entitled to voting rights as provided in Article I of these Bylaws. Only designated Electors shall be permitted to vote.

For Individual Members, the Member shall be the Elector and their vote is not transferable to any other person, except by means of a Proxy as defined below.

For Institutional Members, a named individual, specified at the time of taking up or renewing membership shall be designated the Elector. It is the responsibility of the Institutional Member to ensure that the Secretary of the Consortium is provided with a current contact address for its Elector. In the event that a member wishes to change its designated Elector, the original applicant for that Institutional Member must deliver written notice to the Secretary of the Consortium, identifying (with full contact information) both the original Elector and the new Elector, and stating that electoral rights should be transferred from the former to the latter. Such notice shall be given not less than fourteen (14) days before the date of the first Meeting in which the member wishes its new Elector to be entitled to vote. In the event that an Institutional Member has designated neither an Elector nor a Proxy at least fourteen (14) days before a Meeting, the Member's vote shall not be cast at that Meeting.

A Member may designate a Proxy voter. Where votes are to be cast by means of a Proxy, details of that Proxy shall be returned to the Secretary by the time designated in the material sent with the notice of Meeting, as defined in [Clause 4 below](#).

4. Notice of Meetings.

A written notice stating the place, day and hour of the Meeting, and, in the case of a Special Meeting, the purpose or purposes for which the Meeting is called ("Notice") shall be given not less than twenty-one (21) days nor more than sixty (60) days before the date of the Meeting to each designated Elector entitled to vote at the Meeting.

5. Quorum.

A quorum is required before any vote may be taken at any Meeting of the Members. The quorum required shall be one-third of the total number of Members entitled to vote. The number of Electors present in person or by proxy, or having previously cast a vote by electronic ballot, shall constitute the quorum.

Where a quorum is present, the vote of a majority of the Members entitled to vote at a Meeting shall be necessary and sufficient for the adoption of any matter voted upon by the Members, unless a greater vote of the Members is required by law or these Bylaws. In the event quorum is not achieved at a Meeting of the Members,

the issue in question may be passed to the Board for resolution or deferred to a subsequent Meeting of the Members.

6. Nominating Committee.

Not less than three months prior to the notice date for each Annual Meeting of the Members, the Board of Directors shall appoint a Nominating Committee consisting of two (2) or more of the Directors, one of whom the Board shall designate as the Chair of the Nominating Committee.

The Nominating Committee shall solicit Members and others for nominees, and those nominating such candidates shall provide the Nominating Committee with written confirmation that each candidate, if elected, is willing to serve. Such candidates shall then be included on the slate of candidates proposed by the Nominating Committee. The Nominating Committee shall propose candidates for each vacancy on the Board of Directors and Technical Council. The slate of candidates proposed by the Nominating Committee shall be contained in the notice of the Annual Meeting.

Article III: Officers

1. Officers of the Consortium.

The following Officers shall discharge the affairs of the Consortium:

- Chair of the Board
- Chair of the Technical Council
- Board Secretary
- Membership Secretary
- Treasurer

Unless otherwise stated in these Bylaws, the Board of Directors may appoint Officers from its own membership or elsewhere and may also appoint such additional non-voting Officers as it deems necessary or appropriate from time to time.

The Officers of the Consortium shall have the respective powers set forth herein and as otherwise provided by resolution of the Board of Directors. Notwithstanding any other provision herein, the power to set salaries and fees of employees and independent contractors shall reside in the Board of Directors and not in any Officer or Officers.

All Officers of the Consortium shall be appointed for a maximum term of two years with possibility of reelection to subsequent two-year terms.

2. Chair of the Board.

The Chair of the Board shall be elected by the Board of Directors from its membership and shall serve as the chief executive officer of the Consortium. If no Director is able or willing to assume the chair, the Directors may request the Technical Council to second one of its elected members to the role, or it may nominate a non-elected individual.

Subject to the direction of the Board of Directors, the Chair will generally supervise and manage the affairs of the Consortium. In general, the Chair shall perform all duties customary to the office of Chair, shall see that all orders and resolutions of the Board of Directors are carried out, and shall oversee the other Officers in the

discharge of their duties. The Chair shall, if present, preside at all meetings of the Board of Directors and of the Members.

3. Chair of the Technical Council.

The Chair of the Technical Council shall be elected by the voting Members of the [TEI-C Technical Council](#) from its membership and shall serve as the chief technical officer of the Consortium. If no Technical Council Member is able or willing to assume the chair, the Technical Council may request the Board of Directors to second one of its elected members to the role, or it may nominate a non-elected individual.

The Chair of the Technical Council shall be an ex-officio non-voting Director, responsible to the Consortium for its technical activities, notably the maintenance and development of the Guidelines.

The Council Chair shall, if present, preside at all meetings of the Technical Council and report on its activities to the Board of Directors and at Meetings of the Members.

4. Board Secretary.

The Board Secretary shall be elected by the Board of Directors from its membership. The Secretary shall keep the minutes of all Meetings of the Members and of the Board of Directors, serve all notices, present all pertinent communications before the proper committees, shall be custodian of the records, shall attest the seal of the Consortium on all contracts and agreements required by law to be under seal as authorized by the Board of Directors, shall conduct the correspondence incident to this office and shall perform such other duties as the Board of Directors may require.

In the absence of the Chair, the Secretary shall carry out the Chair's duties at meetings. In the event the position of Chair becomes vacant, the secretary shall carry out the Chair's duties as set forth above, until the Board elects or appoints a successor Chair.

5. Membership Secretary.

The Membership Secretary shall be responsible for the recruitment and maintenance of the Member rolls and direction and development of membership benefits and programmes. The Membership Secretary shall assist the Treasurer in annual invoicing. In addition to day-to-day activity, the Membership Secretary shall also be responsible for the strategic development of the membership.

6. Treasurer.

The Treasurer shall collect, have custody of and be responsible for all funds of the Consortium, shall keep an accurate account of such funds, shall pay all just bills when due and funds are available, and shall prepare and submit such financial reports as are legally required by the fiscal authorities. In addition the Treasurer shall report to the Membership on the financial affairs of the Consortium during the past year at the Annual Meeting. All checks, drafts, invoices, notices and orders for the payment or receipt of money issued by the Consortium and other similar documents requiring the signature of the Consortium shall be signed by the Treasurer or by such other person or persons as the Board of Directors may from time to time designate for this purpose.

Article IV: Board of Directors

The TEI Board of Directors shall determine overall policy directions for the Consortium and is also responsible for managing and promoting membership in the Consortium.

1. Directors.

The Board of Directors shall consist of no more than five (5) voting Directors, elected by the membership as described in [Article II](#). Additional non-voting appointments to the Board may be made by the Board as necessary for the efficient conduct of its business. Only Board Directors elected by the membership as described in [Article II](#) shall be eligible to vote in Board decisions.

Candidates need not be Individual Members of the Consortium in order to be nominated and elected to serve on the Board of Directors, nor need they be affiliated with an Institutional Member of the Consortium.

No decrease in the number of elected Directors shall affect the tenure of any incumbent Director. Any vacancy among the elected membership of the Board shall be filled by the vote of Members in normal or special elections.

2. Term.

Each Director shall be elected for a term of two (2) years, or in the case of election to fill a vacancy between regular elections, for the term remaining for the vacant position. Terms of office begin at the following January 1 and end on December 31.

3. Elections.

At each Annual Meeting the Institutional Members shall elect candidates to any of the elected positions on the Board of Directors due to be vacated. In the election of Directors each elected position shall be voted on as a separate matter with each member entitled to vote receiving one vote for each such position.

4. Meetings.

Meetings of the Board of Directors may be held at such time and place as the Board of Directors may by resolution designate. Directors may attend Board meetings by telephonic or other two-way connection provided that any Director not physically present can hear, and be heard by, all those participating in such meeting, and a Director so participating shall be deemed present for quorum purposes.

Special meetings may be called by the Chair or any combination of Directors constituting at least one-third of the total number of Directors then in office. In the case of a special meeting of the Board, no business other than that specified in the notice of the meeting shall be transacted, unless all members of the Board are present at such meeting and consent to the transaction of such other business.

5. Quorum.

A majority of the elected Directors shall constitute a quorum for the transaction of business.

6. Notice of Meetings.

Notice of all meetings of the Board of Directors shall be required at least seven (7) days prior to regular meetings and at least fourteen (14) days prior to special meetings. The notice shall state the date, time, and place of the meeting and the purpose thereof and shall be delivered to each Director at the address registered for them by the Secretary.

Article V: Funds

Funds for meeting the expenses of the Consortium may be provided in such manner as the Board of Directors may determine, including without limitation such annual or other periodic membership dues as may be fixed from time to time by the Board of Directors and specified in a Membership Agreement to be signed by each new Member of the Consortium, and such charges for meetings, seminars, and publications as may be fixed from time to time by the Board of Directors. Charges other than for membership dues and assessments may be set on a per-person basis or any other basis deemed appropriate by the Board of Directors.

Article VI: Technical Council

The Technical Council shall superintend the technical work of the Consortium, in particular (but not only) by monitoring, evaluating, and acting upon requests from the TEI Community for new features and correction of errors in the TEI Guidelines.

1. Membership.

The Technical Council shall consist of eleven (11) Council Members elected by the membership, as described in [Article II](#). Additional non-voting Council Members may be appointed or co-opted as necessary for the efficient conduct of business. Only Council Members elected by the membership as described in [Article II](#) shall be eligible to vote in Technical Council decisions.

Candidates need not be Individual Members of the Consortium in order to be nominated and elected to serve on the Technical Council, nor need they be affiliated with an Institutional Member of the Consortium.

2. Term.

Each Technical Council Member shall be elected for a two-year term, or in the case of an election to fill a vacancy between regular elections, for the term remaining for the vacant position. Terms of office begin at the following January 1 and end on December 31.

3. Elections.

At each Annual Meeting both Institutional and Individual members shall elect candidates to any of the elected positions due to be vacated on the Technical Council. In the election of Council Members each elected position shall be voted on as a separate matter with each Member entitled to vote receiving one vote for each such position.

4. Meetings.

Regular meetings of the Technical Council shall be held at such time and place as necessary to carry out its work programme. The bulk of the Technical Council's work programme shall be carried out by electronic or telephonic means, but at least one meeting shall be held face to face each year.

The Technical Council may be convened upon call of the Chair, at the request of a majority of its members, at a time and place designated by resolution of the Technical Council. Council Members may attend Technical Council meetings by telephonic or other two-way connection provided that those not physically present can hear, and be heard by, all those participating in such meeting, and a Council Member so participating shall be deemed present for quorum purposes.

A record of all business transacted at the meetings of the Technical Council shall be kept, and shall be made publicly available.

5. Quorum.

A majority of the elected Technical Council Members shall constitute a quorum.

6. Working Groups.

The work of the Technical Council shall be to collect, propose, evaluate, and implement editorial changes to the TEI Guidelines (and its derivatives), to assist in technical endeavours of the TEI-C, and to provide consultation to the Board of Directors on technical matters or other areas of interest.

The Technical Council may delegate any of these functions to appointed working groups or committees at its discretion. The Technical Council shall also have the power to create working groups or appoint non-voting staff and advisors with a fixed term and a specific charter. Where Consortium funding for such workgroups or staff is required this shall be subject to prior approval of the Board.

Article VII: Amendments

These Bylaws may be repealed or amended or new Bylaws adopted by affirmative vote of at least one-half of the Members of Consortium voting in person or by proxy at a regular or Special Meeting, or, to the extent permitted by law and not in conflict with the Articles of Incorporation, by a true majority of the Board of Directors then in office acting at a regular or Special Meeting, or by unanimous written consent of the Board. With respect to any Meeting of Members at which a Bylaw change is to be put to a vote, notice of such proposed change to the Bylaws, including the text thereof, shall be included in the notice given for such Meeting. With respect to any Board meeting at which a Bylaw change is to be put to a vote, notice of such proposed Bylaw change, including the text thereof, shall be given twenty-one (21) days before the date of such Meeting, by any of the various means set forth in [Article II](#), above.