

# Digital Towpath Cooperative Organizational Regulations

## Article I – Purpose

### Section 1 – Name

The name of the organization shall be the Digital Towpath Cooperative (DTC)

### Section 2 – Description of the organization

The Digital Towpath Cooperative is organized under an Inter-municipal Agreement (IMA) as authorized by NYS General Municipal Law, Article 5G.

The Mission of the DTC is:

1. To use the combined resources of the members to guarantee the continuation of, enhancements to, and adaptations of the Digital Towpath Project (DTP) services, currently developed or developed in the future, in order to serve our citizens through up to date e-government interaction.
2. To maintain a technical support system to train new users and act as a resource for all members for on-going and special needs training.
3. To promote the expansion of e-government for all municipalities, especially small and/or rural communities.
4. To share our experiences and knowledge with one another to support all members in their service to their communities.
5. To provide facilities to help NYS municipalities meet their mandated requirements for access to local government records and services.

## Article II – Organization

### Section 1 – Composition

The DTC shall be composed of those municipalities using DTP services (DTP members) which have entered into the Digital Towpath Cooperative inter-municipal agreement by resolution of their executive boards. Each DTC member municipality shall designate a representative who shall be entitled to a single vote at DTC meetings. If no representative is appointed, the chief executive (generally, the mayor or supervisor) shall be deemed the representative.

### Section 2 – Executive board and committees

The Executive Board shall consist of the following officers elected from the DTC membership: Chair, Deputy Chair, and Treasurer as well as up to nine Directors, three of which will serve as chairs of the Standing Committees. The number of Directors shall be no less than three with the exact Board size determined by resolution each year by the DTC at the annual meeting. If no resolution to set the Board size is approved at the annual meeting, the Board size will remain the same as it was in the previous year. The initial board will have three Directors.

The Executive Board shall have all duties and responsibilities of the DTC between meetings of the DTC, but may not elect officers or amend these regulations.

The Executive Board shall meet as needed. A majority of the Executive Board, present at a duly called meeting, physically or by conferencing technology, will constitute a quorum of the board. A meeting of the board may be called by any board member as long as all board members are given at least two weeks' notice of the time and place and/or conferencing methodology of the meeting.

Directors shall serve as the chairs of the DTC Standing Committees: Governance, Finance and Marketing. Members of each of these committees shall be selected from the DTC membership, on recommendation of the committee chair. Additionally, committees of Executive Board members and/or DTC members shall be appointed by the Board, as needed, to undertake specific projects.

### **Section 3 – Election of officers and directors and their terms**

Officers and directors shall be designated representatives from DTC member municipalities, elected by majority vote of those present at an annual meeting of the membership. A newly elected officer or director takes office immediately upon election.

Officers and directors shall serve two year terms, with Chair, Treasurer, and half the directors elected at the annual meeting in odd years and the Deputy chair and other half of the directors elected at the annual meeting in even years.

A vacancy may be filled by appointment of the Chair. A person so appointed will serve until the end of the normal term of the position.

In the initial election, the Deputy and half the directors will be elected for only one year with their two-year terms beginning after the second annual meeting election. No person may serve in the same position for more than three consecutive elected terms (appointed terms shall not count towards this term limit).

### **Section 4 – Meetings of the organization**

There shall be an annual meeting of the Digital Towpath Cooperative, held in conjunction with an annual meeting and training school for all Digital Towpath Project participants. Notice of the meeting time and place shall be distributed through the DTP listserv and posted to [digitaltowpath.org](http://digitaltowpath.org) at least one month in advance of the meeting.

Any resolutions or notice of election of officers that may be presented at the annual meeting shall be distributed to DTC member municipalities at least one month before the annual meeting.

Special meetings may be called by any DTC member. Notice of special meetings and any resolutions that shall be entertained at the meeting must be distributed to the member municipalities at least one month in advance of the meeting.

Notice of Executive Board and Standing Committee meetings shall be distributed to all DTC members. DTC members are encouraged to attend these meetings. Written Summaries of all DTC, Executive Board, Standing Committee and Special Committee meetings will be distributed to the DTP membership within one month of each and will be available on [digitaltowpath.org](http://digitaltowpath.org).

Meetings will be conducted according to Roberts Rules of Order, latest edition.

### **Section 5 – Fiscal year**

The DTC fiscal year shall be the calendar year.

## **Article III – Duties and Power**

### **Section 1 – Executive Board**

The Executive Board shall have responsibility for the day-to-day operations of DTC. The Executive Board shall contract for project administration and work with the administrative contractor to appoint a Project Director who will have primary responsibility for the administration of the DTP.

The Project Director, on advice and consent of the Executive Board, shall contract for User Support Services, Data Center Services and Technology Services.

The Executive Board shall also appoint a Records Management Officer. The Executive Board shall serve as the Records Advisory Board of the DTC.

### **Section 2 – Chair**

The Chair of the Executive Board shall serve as the Chief Administrative Officer of the DTC.

It shall be the Chair's duty:

- to sign all official documents on the behalf of DTC;
- to see that all reports, documents, and actions of the DTC are properly made, executed, filed or taken, as the case may be, in accordance with law, the responsibilities, and the actions of DTC;
- to assist in the preparation of the budget of DTC;
- to appoint standing and special committees as the need arises;
- to serve on the Executive Board.

### **Section 3 – Deputy Chair**

The Deputy Chair's duty shall be:

- to perform all the duties of the chair during the absence, disability or disqualification of the chair
- to serve on the Executive Board.

### **Section 4 – Treasurer**

The Treasurer shall oversee all financial records of the organization to insure their accuracy and timeliness. The Treasurer or designee shall write and sign all checks issued on the DTC bank account.

The Treasurer shall serve on the Executive Board.

#### **Section 5 – Standing Committee Chairs**

The Standing Committee Chairs or designees shall conduct meetings of their respective committees and bring recommendations of the committees to the Executive Board for action or referral to the full membership.

The Standing Committee Chairs shall work with the Project Director to schedule meetings as needed and address issues pertaining to each committee's responsibilities.

Standing Committee Chairs shall serve as Directors on the Executive Board.

#### **Section 6 – Directors**

Directors shall serve on the Executive Board and assist in the day-to-day operations of DTC.

#### **Section 7 – Project Director**

The Project Director or designee shall conduct meetings of the Executive Board and the organization. The Project Director shall attend all Standing Committee meetings. The Project Director shall be responsible for distribution of all notices and meeting materials. The Project Director or designee shall produce a written summary of all meetings of the Executive Board, Standing Committees, Special Committees and the organization.

The Project Director in consultation with the Treasurer and Finance Committee shall produce the DTC annual budget for approval by the full membership. The Project Director shall record all monies received and distributed by the organization, maintain the organization's bank account and financial reporting for any grant projects undertaken on behalf of the organization. The Project Director shall work with the Treasurer and the Finance Committee to ensure that all required financial recordkeeping is in order.

The Project Director shall act as primary spokesperson for Digital Towpath. Working with the Marketing Committee, the Project Director will produce presentations for conferences and meetings. The Project Director shall facilitate the production of marketing materials.

The Project Director shall work with the Governance Committee to meet their goals in maintaining the DTC mission statement and Agreement for Services, planning for future changes to the organization and developing answers to procedural questions as they arise.

### **Article IV – Standing Committees**

The DTC shall designate three Standing Committees: Governance, Finance and Marketing. The committees shall have responsibilities as follows.

### **Section 1 – Governance Committee**

- Maintain mission statement
- Maintain Agreement for Services
- Articulate long-term goals
- Answer procedural questions
- Ensure organizational adherence to these regulations and consider amendments thereto when suggested by DTC members.

### **Section 2 – Finance Committee**

- Develop project budget
- Establish reporting guidelines
- Develop fee structure
- Project growth
- Outline long range planning for funding

### **Section 3 – Marketing Committee**

- Develop marketing materials
- Propose mechanisms for development of cooperative efforts
- Coordinate attendance at conferences and opportunities for speaking engagements
- Estimate budget requirements for marketing efforts

## **Article V – Digital Towpath Project Membership**

Entities which have not adopted and signed the DTC Inter-municipal Agreement may access DTC services by registering for services with DTC as outlined on [digitaltowpath.org](http://digitaltowpath.org). The access rate shall be established by the membership of the DTC. Project members may send representatives to DTC meetings. Such representatives may discuss issues but shall not vote. Agreement for Services with such entities shall be renewed on an annual basis through the payment of the annual fee.

## **Article VI – Agreement for Services**

DTC will provide all DTC and project members with an Agreement for Services, listing all rights and responsibilities of both the DTC and participating entities. This document will be updated by the DTC Executive Board, as needed, to accurately define services provided through Digital Towpath facilities, on recommendation from the Governance Committee and Project Director.

The Agreement for Services shall be prominently posted to [digitaltowpath.org](http://digitaltowpath.org).

## **Article VII – Amendments**

These regulations may be amended by a majority of those DTC representatives in attendance at the annual meeting or at a special meeting of the DTC.