

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 Intermunicipal 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 (DTC) 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 New York State local governments using DTC services (Members) which have entered into the Digital Towpath Cooperative intermunicipal agreement by resolution of their executive boards as evidenced by initial registrations and/or payment of subsequent invoices for annual fees. Each DTC Member 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. The number of Directors shall be no less than two with the exact Board size determined by the result of the election of officers each year by the DTC at its annual meeting.

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 Standard Committees: Governance, Finance and Marketing, when any of these committees is needed. Members of each of the 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 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.

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.

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. Notice of the meeting time and place shall be distributed through the DTC listserv and posted to 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 week before the annual meeting, in so far as practicable.

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 week in advance of the meeting.

Notice of Executive Board and Standard or Ad Hoc Committee meetings shall be distributed to all DTC members. DTC members are encouraged to attend these meetings. Written Summaries of all DTC Annual, Executive Board, Standing Committee and Special Committee meetings will be available on digitaltowpath.org within one month of each.

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

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 DTC.

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 ensure their accuracy and timeliness. The Treasurer or designee shall write and sign checks issued on the DTC bank account and process electronic transactions through the DTC bank account.

The Treasurer shall serve on the Executive Board.

Section 5 – Directors

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

Section 6 – 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 Chair, 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 – Standard Committees

The DTC may, as needed, designate three Standard 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 – Agreement for Services

The DTC Agreement for Services is the intermunicipal agreement between Members. It details all rights and responsibilities of both the DTC and participating entities. This document will be updated, as needed, to accurately define services provided through Digital Towpath facilities and/or clarify the relationship between parties to the agreement, on recommendation from the Governance Committee and Project Director and confirmed by the DTC membership by resolution at a DTC Annual Meeting.

The Agreement for Services shall be prominently posted to digitaltowpath.org.

Article VI – 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.

Changes:

In general:

Recharacterized Standing Committees as Standard Committees and removed the requirement for committee chairs to be Board Directors

Article II, Section 2:

Changed references to “Standing Committees” to “Standard Committees”

Changed minimum number of Directors from three to two

Article III:

Removed Standing Committee Chairs (Previous Section 5); renumbered remaining sections

Article VI:

Changed title of committees from Standing to Standard