

BY-LAWS OF THE ASIAN UNIVERSITY DIGITAL RESOURCE NETWORK

Article I: Identity and Purpose

Section 1: Name

The Network shall be known as the “Asian University Digital Resource Network”.

Section 2: Purpose

The Network is an association of academic institutions in the Philippines and other Asian countries which serves as a collaborative hub to promote the (re)discovery and use of local knowledge, specifically disappearing cultural indigenous assets, and expand digital literacy as the primary mode of sharing.

Section 3: Objectives

The Network was established in consideration of three objectives:

1. To build capacity in Asian higher education institutions for (re)discovering, documenting, collaborating and sharing local knowledge in the arts, social sciences, and the natural sciences;
2. To provide various approaches to and training in the use of digital tools in research, teaching, service-learning, values education, and library repositories as well as teaching and learning portfolios via face-to-face and online training and communication; and
3. To build a sustainable academic network around the collection and uses of digitized local knowledge in the curriculum and research, teaching and learning strategies to cater to 21st century learners.

Section 4: Principles

The Network is guided by three principles:

- Principle of Open Sharing - The Network facilitates free access to resources and expertise generated by its member institutions and intended for sharing in the same group.
- Principle of Diversity - The Network is proactive and is open to all qualified members, regardless of religion, race, social orientation and political views, provided they share in the mission and vision of the Network.
- Principle of Equity - The Network is a collegial body and sustained by its membership, and as such, it assumes institutional contributions in the form of expertise, fiduciary resources, ideas and local influence and reach.

Article II: Offices

Section 1: Secretariat

The Secretariat of the Network is permanently lodged with Miriam College. It will be headed by an Executive Director who will be nominated by the president of the host institution with the concurrence of the Board of Directors.

Section 2: School Coordinator

Each member institution maintains an AUDRN Coordinator who shall be appointed by the president of the member institution as its official representative to the Network. The coordinator is preferably an administrative officer of the institution. S/He shall represent the member institution to the Network in organizational meetings and shall serve as the primary line of official communication between the Network and the member school.

Article III: Membership

Section 1: Membership

Membership with the Network is institutional and represented by the member institution's president. These institutions are accredited higher education institutions in the Philippines or Asia with proven track record and noted for their strong advocacy for and expertise in local knowledge. They actively participate in the activities of the Network and have strategic positions as higher education institutions in the region. They are also able to commit resources, including but not limited to, counterpart funding in sustaining their participation in pre-agreed activities of the Network.

Membership in the Network is by invitation only. A list of academic institutions shall be endorsed by the Coordinating Council to the Board of Directors for approval before a formal letter of invitation is sent to the potential member school. Academic institutions who are invited to be members of the Network shall comply with all requirements imposed by the Board of Directors prior to its official admission to the Network.

Section 2: Term

Membership with the Network is annual. Renewal of membership is done by payment of annual dues and participation in at least one event or activity of the Network per year.

Section 3: General Assembly

The Network conducts a national convention once every two years where the General Assembly is convened. The Network undertakes the following, without prejudice to additional activities, namely: (1) report on the accomplishments and financial status of the Network for the past two (2) years, and (2) election of new officers and the members of the Board of Directors.

Section 4: Delegates

Delegates refer to the composition of the team of the member institution in the General Assembly. The head of the delegation is the president of the member institution, or her/his official designate, assisted by the coordinator.

Section 5: Termination

A partner institution may opt to terminate its membership from the Network through a written notice by the president of the member institution stating its reasons for termination. Membership may also be terminated by the Board of Directors in the event that the

institution fails to promptly and fully pay its annual dues after notice is given to the institution for non-payment thereof for two consecutive years.

Article IV: Organizational Structure and Functions of the Board of Directors and Officers

Section 1. Election

Election to the Board of Directors and to officer posts is limited to the presidents of the member institutions. Only upon a written endorsement of a representative can a proxy be considered, but only for the purpose of voting. Only the school presidents or their authorized representatives are given the right to vote for an elective position.

The standard requirement for a simple quorum of fifty percent plus one of the total voting membership (1) prevails.

Section 2: Composition of the Board of Directors

The Board of Directors is the highest policy-making body of the Network and approves all plans and projects that may be proposed by the Coordinating Council. The General Assembly elects nine members - three each from Luzon, Visayas and Mindanao - who will comprise the Members of the Board of Directors. The Board of Directors will then elect among themselves the executive officers for the following positions: President, Vice President and Secretary-Treasurer.

Section 3: Duties and Powers

President

S/He shall act as the official representative of the Network in all its external affairs, ensures that the plans and projects are implemented, and signs all official documents and communication of the network to its member institutions and external publics. S/He shall preside over the meetings of the Board of Directors, oversees the process of policy formulation, approval of the Network plans for two (2) school years, and the strategic positioning of the Network in the Philippines and abroad.

Vice-President

S/He shall assist in the administration of the executive functions of the President and shall act as the official representative of the Network in the absence of the President.

Secretary- Treasurer

S/He shall maintain all records, including minutes of meetings, plans of the network, and database of all members and partners. The Secretary shall ensure that all official documents of the Network are accurate and verified before its release to the members. S/He shall ensure the financial sustainability of the network, monitoring compliance with budgeting and accounting standards, and oversees collection and disbursement of funds through the Executive Director.

Member of the Board of Directors

S/He shall deliberate and formulate policies of the Network, approve the two-year plan of action during the General Assembly, and attend the meetings of the Board of Directors.

Executive Director

S/He shall manage the day-to-day affairs of the association, including ensuring the implementation of its approved plans in the scheduled fiscal year, coordinating with the member institutions on activities and opportunities for involvement and collaboration, and head the Secretariat. The Executive Director is an automatic non-voting member of the Board of Directors.

Section 4: Term

All members of the Board of Directors and officers shall have a term of two (2) school years, without prejudice to reelection. All elected officers can only hold the same position for no more than two (2) consecutive terms or a maximum period of four (4) school years.

Section 5: Vacated Positions

Vacated positions may be filled in accordance with Section 29 of “The Corporation Code of the Philippines.”

Article V: Meetings of the Board of Directors

Section 1: Time and Place of Meetings

The officers and Board of Directors meet once annually in a place and time to be designated by the Board.

Section 2: Special Meetings

Special meetings may be convened to deliberate on highly important and urgent matters for the Board of Directors’ attention. These can be conducted face-to-face or online, provided a simple quorum is reached. Decisions and actions agreed during these special meetings are binding.

Article VI: Coordinating Council

Section 1. Composition

The Coordinating Council shall be composed of all the coordinators of all member institutions.

Section 2. Functions

The Coordinating Council shall be responsible for the planning of the activities and projects of the network as directed by the Board of Directors. It shall ensure that the plans including activities and projects are well communicated to each of the member institutions as well as the compliance, cooperation, and participation to the Network’s requirements, requests, and invitations. The Coordinating Council shall be assisted by the Secretariat in all its functions.

Section 3. Meetings and Actions of the Council

The Council shall meet at least twice a year. All plans, actions and/or recommendations by the Council shall be submitted to the president of the Network for her/his perusal. Upon her/his approval, s/he shall communicate these plans, actions and/or recommendations to the Board of Directors for their comment and final approval for implementation.

Article VII. Committees

Section 1. Committees

The Network shall have the following standing committees:

- a. Membership Committee
- b. Program and Research Committee
- c. Finance Committee
- d. Faculty Development Committee
- e. Educational Technology

Section 2. Committee Members and Functions

The standing committees and their functions shall be organized by the Board as deemed necessary, upon the recommendation of the Coordinating Council.

Article VIII. Amendments to the By-Laws

The By-Laws may be amended in accordance with Section 48 of “The Corporation Code of the Philippines.”

CERTIFICATION

This is to certify that the foregoing is a true and correct copy of the By-Laws of the network named in the title thereto and that such By-Law were duly adopted by the Board of Directors of the network on the date set forth below through Resolution No. 1.

Date: **June 20, 2013**

Fr. John Christian Young
Secretary-Treasurer