

Baltic Audiovisual Archival Council

Bylaws

I. GENERAL

- 1.1 The Baltic Audiovisual Archival Council, BAAC, (in Estonian: Balti Audiovisuaalsete Arhiivide Kolleegium, BAAK; in Latvian: Baltijas Audiovizuālo Arhīvu Padome, BAAP; in Lithuanian: Baltijos Audiovizualinių Archyvų Taryba, BAAT), henceforth referred to as the Council, is an independent nonprofit organization of juridical and natural persons, founded as a voluntary association. Its goal is to foster cooperation between public and private archives, broadcasting and TV archives, libraries and museums which hold audiovisual materials (AV collections) about the Baltic States, Scandinavian countries, and the worldwide Baltic Community (diaspora). The Council commits to reviewing and assuring the preservation of these historically valuable treasures. The audiovisual (AV) collections include film, video, audio, multimedia and photographic materials.
- 1.2 The head office of the Council is located at 42 Vanemuise Street, Tartu, Estonia.
- 1.3 In its activities, the Council is registered under the laws of the Republic of Estonia and functions according to these bylaws.
- 1.4 The date of inception of Council's activities is October 16, 2005.

II. ACTIVITIES

In keeping with its goals, the Council is committed to:

- 2.1. developing and encouraging cooperative networking between archives, domestically and regionally (within and between each of the Baltic States of Estonia, Latvia and Lithuania), as well as internationally (Baltic States, Scandinavian countries, the worldwide Baltic Community (diaspora));
- 2.2. providing regular opportunities to archive employees for exchange of information and experience;
- 2.3. arranging training and work visits for archival employees and setting up appropriate scholarship programs;
- 2.4. organizing conferences, seminars and workshops;
- 2.5. initiating teaching, training and cooperation programs;
- 2.6. enabling all members of the Council to engage in, and benefit from, its activities without regard to ethnic origin, citizenship, language, race, gender, political philosophy or religion;
- 2.7. publicly, and in Council, recognizing and evaluating the work done by employees in AV archives and giving recognition for excellence in the AV archival field;
- 2.8. promoting proper maintenance and description of, as well as universal and equitable access to, AV archives;
- 2.9. improving public interest and awareness of AV archives as essential sources of significant cultural, educational, and historical information;
- 2.10. endorsing the principles of freedom of access to information, ideas and works of imagination and freedom of expression embodied in Article 19 of the Universal Declaration of Human Rights, for meeting the social, educational, cultural, democratic and economic needs of people, communities and organizations.

III. MEMBERSHIP IN THE COUNCIL. APPLICATION AND WITHDRAWAL PROCEDURES.

- 3.1. Any individual or organization willing to pursue activities in compliance with the Council's objectives and goals is eligible to become a member. An application form, approved by the Board, is submitted, thus accepting the Council's rules of activity, and pledging to pay annual membership dues according to the amount and methods of payment approved by the general meeting of the Council.
- 3.2. Council members can choose between the following types of status:
 - 3.2.1. Institutional Member – any organization possessing and maintaining some type of AV archive;
 - 3.2.2. Individual Member (inc. Lifetime Member) – any person working within AV archives;
 - 3.2.3. Honorary Member – any person whose great contribution and merit to the advancement of AV archives has been recognized by the Board of the Council, and who is nominated by the general meeting as a recipient of this status;
 - 3.2.4. Supporting Member – any individual person or organization supporting the Council's activities.
- 3.3. Admission to membership is decided by the Board of the Council, or the General Meeting as stipulated in Article 3.7.
- 3.4. Cancelling membership and leaving the Council is based on a 6-month written notification to the Board.
- 3.5. Members agree to relinquish their privilege of membership,
 - 3.5.1. unless they have settled their annual dues by the end of the current accounting period, or
 - 3.5.2. if they have not participated in any General Meeting or some other activity of the Council during the past three years.
- 3.6. Cancellations of membership status are decided at the Council's Board meetings. Any members, about to lose their privilege of membership, will receive a minimum 2 month written notification, to have ample time for preparing one's declarative statement regarding the termination of membership status. Membership status is deemed to be cancelled if so voted by two-thirds of the Board members.
- 3.7. Any juridical or natural person, whose privilege of membership has been withdrawn, is entitled to file a grievance over the decision and submit it to the upcoming General Meeting for hearing.

IV. RIGHTS AND RESPONSIBILITIES OF MEMBERS

- 4.1. Members of the Council are entitled to:
 - 4.1.1. vote at the Council's General Meeting (except the supporting members who have no vote);
 - 4.1.2. be elected to the Board and activity groups of the Council (except institutional members and supporting members);

- 4.1.3. obtain information from the Council's Board and activity groups about their performance;
- 4.1.4. make suggestions concerning the Council's activities and their Board;
- 4.1.5. participate in the conferences, seminars and workshops organized by the Council; and pay discount participation fees according to the pricelists approved by the Board;
- 4.1.6. withdraw from the Council's membership, having previously submitted a written notification to the Board.

4.2. Members of the Council commit themselves to:

- 4.2.1. complying with the Council's bylaws and home rules of its activity groups;
- 4.2.2. paying their membership dues by the appropriate deadlines;
- 4.2.3. informing the Board as to their contact address (collective members disclose their location and contact address). Upon a change of contact information, members agree to report it to the Board by the subsequent month (in order to have updated membership data files);
- 4.2.4. paying full year's dues even in case the members intend to terminate their membership in the course of the year;

4.3. Extra financial charges (in addition to the annual membership dues) may be imposed only at a General Meeting, provided it is carried by a "for" vote from all Council members.

V. GENERAL MEETING

5.1. The Council reports in its activities to the General Meeting, convened by the Board at least once in a year.

5.2. Every institutional, individual, lifetime and honorary member is entitled to one vote.

5.3. The General Meeting is vested with the following rights and responsibilities:

- 5.3.1. to amend the bylaws;
- 5.3.2. to alter the objectives and goals;
- 5.3.3. to appoint the Board, auditors, and activity groups;
- 5.3.4. to determine the membership dues and regulate their collection;
- 5.3.5. to approve activity plans, budgets, and performance reports;
- 5.3.6. to decide upon transactions with the Council's members; or launching claims against any of them, thereby appointing the members' trustee;
- 5.3.7. to resolve other issues, unless the bylaws or legislation stipulate otherwise;
- 5.3.8. to terminate the Council's activities.

5.4. General Meetings of the Council are convened by the Board:

- 5.4.1. to hear annual reports;
- 5.4.2. on a written proposal, for good cause, submitted by at least 1/10 of the Council's members;
- 5.4.3. in other circumstances according to the Council's requirements.

- 5.5. Announcements of a General Meeting will be issued on the Council's website not later than 8 weeks before the due date, indicating the date, meeting venue and the agenda. Regarding upcoming General Meetings, the Board is obliged to notify members in writing or by e-mail, not later than 6 weeks before the date.
- 5.6. The quorum of a General Meeting is 50 percent of the Council's membership, either in person or by proxy.
- 5.7. A General Meeting's vote is carried, if over fifty percent of the Council's members participate (in person or by proxy), unless stipulated otherwise by the bylaws or the country's legislation.
- 5.8. Amendments to the bylaws can be made by a two-thirds vote at a General Meeting.
- 5.9. Voting by proxy is possible, provided the voter has been informed about the agenda as stipulated in Article 5.5.
- 5.10. Voting can take place via mail by written ballot, without convening a General Meeting. The Board organizes, and is responsible for, election procedures.
- 5.11. The Council's working language is English. All documents, which for juridical reasons, are written in Estonian, shall be translated into English.

VI. BOARD

- 6.1. Everyday work of the Council is run by its Board that consists of at least 8 members.
- 6.2. All Board members are appointed to office by a General Meeting, for the term of two years.
- 6.3. The manager of the Board is the Council's President.
- 6.4. The Board includes 2 vice-presidents, a secretary, and a treasurer.
- 6.5. The president, vice-presidents, secretary and treasurer shall be elected by the General Meeting.
- 6.6. The Board represents the Council in all juridical matters.
- 6.7. All transactions whose value exceeds EEK 100 000 need prior approval by the General Meeting.
- 6.8. For a Board decision to take effect, a vote in favour from a majority of Board members is required.
- 6.9. The Board holds meetings at least twice in a year.
- 6.10. The Board can hold meetings via telephone connections or in a virtual meeting environment, provided all Board members are able to perfectly liaise with one another.
- 6.11. For its decisions, the Board can also arrange balloting via mail.
- 6.12. The Board:
 - 6.12.1. runs the Council's regular activities, drawing on the bylaws and the General Meeting's decisions;
 - 6.12.2. develops the Council's action plan, budget, activity and accounting reports;
 - 6.12.3. prepares and runs the Council's General Meetings;
 - 6.12.4. disposes of the Council's property and represents the Council in all juridical matters.
- 6.13. The Board supervises the Council's accounting in conformity with the Accounting Code in the Republic of Estonia.
- 6.14. At the end of the accounting period, the Board prepares the accounting annual report and the Council annual report as stipulated by law.

- 6.15. Supervision of accounting in the Council is vested to the 3-member audit panel consisting of a panel chair and two panel members.
- 6.16. Audit panel members are elected by the General Meeting for one year. Members' tasks are confirmed by the audit panel's decision.
- 6.17. Audit panel's members are entitled to participate in Board meetings.

VII. MERGING, SPLITTING AND LIQUIDATION

- 7.1. Merging, splitting and liquidation of the Council may take place according to the stipulations of law.
- 7.2. The Council can be liquidated by Board members or by trustees appointed by the General Meeting.
- 7.3. Upon liquidating the Council, its property will be transferred to the possession of the new non-profit organization set up to meet similar objectives and goals.