

OCLC Global Council Bylaws

ARTICLE I

NAME AND HEADQUARTERS

Section 1. Name. The name of this organization shall be the OCLC Global Council.

Section 2. Offices. The office of the OCLC Global Council shall be located in Franklin County, Ohio.

ARTICLE II

DEFINITIONS

The following terms used in these Bylaws are defined accordingly: "OCLC", wherever used, refers to the OCLC Online Computer Library Center, Inc.; Citations of the "Code" refer to the Code of Regulations of OCLC. Citations of the "Articles" refer to the Articles of Incorporation of OCLC; "OCLC Member(s)" refers to the institution(s) whose rights and responsibilities are defined in *Membership and Governance Protocols* as developed and distributed by the Membership Committee from time to time, as approved by the Global Council and the Board of Trustees; "Member Delegates" refers to those persons elected to the Global Council by the OCLC Members as determined by Article IV, Section C of the Code; "Regional Councils" refers to the regional groups described in Article V of the Code; "President" refers to the President of the Global Council (as opposed to the President and CEO of OCLC); "Program Director" refers to the Program Director, Global Council, the staff position assigned to work with the Global Council and its committees.

ARTICLE III

PURPOSES

Section 1. As stated in Article IV of the Code, "Global Council shall: (i) serve to reflect and articulate to the Board of Trustees the Members' various interests; (ii) strengthen the Corporation throughout the world; (iii) advise the Board of Trustees and OCLC management of emerging, critical

issues that require OCLC tracking, planning, or other responses so that OCLC's own strategic planning is informed by this input; (iv) provide feedback to the Board and OCLC management on OCLC's strategic directions; (v) be empowered to elect six Trustees to the Board of Trustees; and (vi) have the right to approve amendments to the Code of Regulations and the Articles of Incorporation." To carry out these purposes, the Council shall:

- A. Take a proactive role in bringing forward issues and challenges that face the OCLC Members;
- B. Encourage and facilitate any OCLC operations, plans, or cooperative efforts that benefit the OCLC Members;
- C. Represent the interests and concerns of the OCLC Members;
- D. Expedite the flow of information between the Members and OCLC;
- E. Elect six (6) Trustees of the OCLC Board of Trustees (Code, Article VII);
- F. Approve or reject without modification amendments to the Articles of Incorporation and the Code of Regulations as presented by the Board of Trustees (Articles, paragraph 7, and Code, Article XI);
- G. Engage in other related matters serving the OCLC Members.

ARTICLE IV

MEMBERSHIP ON THE GLOBAL COUNCIL

Section 1. Representation. OCLC Members shall be those entities that meet the requirements as set by the *Membership and Governance Protocols*, which are proposed by the Membership Committee and approved by the Global Council and the Board of Trustees. OCLC Members shall be represented on the Global Council by Member Delegates. The Member Delegates shall be members of the governing boards, or professional employees, including librarians, of the OCLC Members.

Section 2. Powers and Duties. Member Delegates shall have the following powers and duties:

- A. All Member Delegates are authorized to act on behalf of the Regional Council and OCLC Members in their Region in matters within the scope of Global Council interest and responsibilities as defined herein (Code, Article IV, Section E (1)).

- B. Informing himself/herself of the principal concerns of the Members comprising his/her constituency, representing their views, and supporting activities that are in their best interests.
- C. Communicating an understanding of the impact and effects of Global Council actions to his/her constituents.
- D. Voting in person or by proxy on each matter properly submitted to Global Council for vote, consent, waiver, release, or other action (Code, Article IV, Section C (4)).
- E. Nominating, voting for, and electing, in person or by proxy, the six Trustees to the OCLC Board of Trustees per the defined cycle.
- F. Approving or rejecting without modification amendments to the Articles of Incorporation and the Code of Regulations as presented by the Board of Trustees (Articles Paragraph 7, and the Code, Article XI.).
- G. Serving on committees, following appointment criteria and defined responsibilities.
- H. Voting to remove from Global Council office any Member Delegate for conduct detrimental to the Global Council after notice.

Section 3. Nomination and Election or Selection of Member Delegates. Each Regional Council is empowered to establish its own procedures for the nomination and election or selection of Member Delegates to the Global Council. These procedures will be published and available for inspection by all OCLC Members across the cooperative. For the sake of procedural consistency between the Regions, these procedures may be finally amended by majority vote of the Global Council Executive Committee, as defined later herein, should the Executive Committee deem it appropriate.

Section 4. Term. Member Delegates shall serve for a term of three (3) years. Each Member Delegate shall hold office until his/her successor has been elected and commenced his/her term. From time to time, with the approval of the Executive Committee, a Regional Council may limit a Member Delegate's term to less than three (3) years for purposes of providing continuity of representation on Global Council.

Section 5. Proxies. Proxy voting shall be permitted. Proxy authorization from a Member Delegate, permitting another Member Delegate to vote in his/her place, must be presented in writing to the President or the Program Director prior to its use. A proxy voter's authorization expires at the end of the meeting.

Section 6. Alternate Delegates. Alternate Delegates are individuals selected by Regional Councils to serve in the place of a Member Delegate who is unable to attend a Global Council Meeting. An Alternate Delegate shall have all the rights and responsibilities of a Member Delegate while serving in the Member Delegate's place, except as limited below. Participation in meetings and voting by Alternate Delegates shall be permitted, subject to the following rules (Code, Article IV, Section E (1)):

- A. A proxy is not necessary for an Alternate attending the meeting in place of a Member Delegate.
- B. Alternate Delegates may be elected, subject to Section 3, by a Regional Council, to participate in Global Council meetings in the absence of the Member Delegate. Alternates assume Delegate responsibilities covered in Section 3 above, with the limitation that the Alternate Delegate cannot be a candidate for Council Office or the Board of Trustees.
- C. Notices of meetings, agendas, minutes, and official documents will be distributed to Alternate Delegates.

Section 7. Resignation, Termination, and Replacement. A duly elected Alternate Delegate shall be assigned to a Member Delegate vacancy. If there is no duly elected Alternate Delegate, the Regional Council shall select an individual to fill the unexpired term of a resigned or terminated Member Delegate in accordance with the nomination and election requirements of that Regional Council.

Section 8. Compensation. Member Delegates shall be reimbursed for actual expenses incurred in the performance of their duties by OCLC upon such total budgeted amounts as are determined by the Board of Trustees (Code, Article IV, Section E (4)).

ARTICLE V

MEETINGS

Section 1. Place. Meetings of the Global Council shall be held at any place as may be designated by the Executive Committee in consultation with OCLC staff.

Section 2. Annual Global Council Meeting. The Global Council shall meet in person at least once each year herein after referred to as the “Annual Global Council Meeting.” The Global Council shall elect its officers, ratify, or reject amendments as proposed by the Board of Trustees, to the Code of Regulations and Articles of Incorporation of OCLC, and elect individuals to the Board of Trustees in accordance with the defined election cycle.

Section 3. Special Meetings. Special meetings may be called by the President, by the OCLC Board of Trustees, by the Executive Committee, or upon the written request of at least thirty percent (30%) of the Member Delegates. The purpose shall be stated in the call. Such meetings may be held in person or electronically.

Section 4. Notice. At least thirty (30) days in advance thereof, the Program Director, as defined later herein, shall provide to Member Delegates and Alternate Delegates notice of any meeting. Such notice shall state time, place, and proposed agenda.

Section 5. Quorum. The presence at any meeting of at least fifty percent (50%) of the Member Delegates to the Global Council shall constitute a quorum; matters properly before the Global Council shall be decided by a majority vote of the Member Delegates voting at a meeting at which a quorum is present (Code, Article IV, Section C (4)).

Section 6. Adjourned Meetings. If any meeting of the Global Council cannot transact business because a quorum is not present, the Member Delegates may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called (Code, Article IV, Section C (5)).

ARTICLE VI

OFFICERS

Section 1. Officers. The Officers of the Global Council shall be a President and Vice-President/President-Elect.

Section 2. Duties.

A. President. The President shall:

- (1) Preside at all meetings of the Global Council and of the Executive Committee;
- (2) Direct the Program Director in performing duties assigned by the Global Council and developing planning documents;
- (3) Execute with the Program Director all documents in accordance with vote of the Global Council;
- (4) Appoint, with approval of the Executive Committee, the chair and members of all committees except as limited by the Bylaws;
- (5) Report proceedings of the Global Council to OCLC's President and Chief Executive Officer and the Board of Trustees;
- (6) Be an ex-officio member of all committees except the Nominating Committee;
- (7) Perform such duties as the Global Council directs.

B. Vice-President/President-Elect. The Vice-President/President-Elect shall:

- (1) Perform the duties of the President in all cases in which the President is absent or unable to serve;
- (2) Perform such duties as the Global Council or the President directs.

Section 3. Term of Office. Officers shall assume their duties following the meeting at which they are elected and shall serve a term of one (1) year as President and one (1) year as Vice-President/President-Elect or until their successors have been elected. No Officer shall be eligible for more than one (1) office at any one time. No Member Delegate may hold more than one elected leadership position at any one time.

Section 4. Nomination and Election. Nominations for Officers shall be made by the Nominating Committee in accordance with procedures as defined later herein. Nominees shall be chosen from among the Member Delegates. Candidates receiving the greatest number of votes shall be elected.

Section 5. Vacancies. Vacancies in any office, or the Executive Committee, shall be filled for the remainder of the unexpired term accordingly:

President. The Vice-President/President-Elect shall become President.

Vice-President/President-Elect. The vacancy shall be filled by the candidate receiving the greatest number of votes of Member Delegates voting at the next regular Global Council meeting.

Section 6. Removal from Office. Upon a three-quarters (3/4) vote of Member Delegates voting, any Officer may be removed for conduct detrimental to the Global Council after notice. The Program Director shall notify in writing the Officer sought to be removed at least thirty (30) days before any meeting at which it is proposed that such action be taken.

ARTICLE VII

COMMITTEES

Section 1. There will be two standing committees of the Global Council, the Executive Committee and the Nominating Committee. Ad Hoc or additional standing committees shall be established as needed for the purposes of the Global Council and members appointed by the President with the approval of the Executive Committee. Committee members may include Member Delegates or other individuals who may have qualifications that the President determines may be needed on such committees.

Section 2. The Executive Committee. The President and the Vice President of the Global Council and two Member Delegates from each Regional Council shall constitute the Executive Committee. Each Regional Council shall elect or select two members of their delegation as members of the Executive Committee, at least one of whom would normally be a member of the Regional Council's governance body. In the event of a change in the Regional Councils, the number of members on the Executive Committee and their allocation would be revisited. The President shall be the presiding officer.

Duties. The Executive Committee shall:

- A. Act for the Council in the interim between meetings of the Global Council;
- B. Fix the hour, place, and agenda of Global Council meetings;
- C. Appoint one of its members to call the meeting to order and preside until the election of a chair pro tem in the absence of the President and Vice-President;
- D. Transact such business as the Global Council may refer to it;
- E. Consider activities which may interest the Global Council, and recommend appropriate action;
- F. Review the procedures of Regional Councils to ensure consistency across the Cooperative, and amend these procedures by majority vote;
- G. Designate Member Delegates to fill the Member Delegate positions on the Board of Trustee's Membership Committee, subject to Board confirmation;
- H. Provide input for the annual budget of the Global Council, as submitted to OCLC for the approval of the Board of Trustees;
- I. Report all action taken between meetings of the full Global Council at the Council's next meeting.

Limitations. The Executive Committee shall not:

- A. Fill vacancies in the Member Delegate body (see Article IV, Section 3);
- B. Repeal actions of the Global Council or engage in activities which conflict with previously enacted Global Council policies and procedures.

Meetings. Committee meetings shall be held at the call of the President, or upon the written request of two members of the Committee. A majority of the members of the Committee shall constitute a quorum.

Initial Executive Committee. Members Council will populate the initial Executive Committee of the Global Council under procedures to be approved by the Members Council.

Section 3. Nominating Committee. The Nominating Committee shall consist of two member delegates from each Regional Council selected by the Regional Council Chair and an additional member selected by the Global Council President with the advice of the Executive Committee to serve as chair.

Meetings. The committee shall select candidates for election to Global Council offices and the OCLC Board of Trustees. The Committee shall meet virtually or physically as appropriate, to conduct its business effectively.

Duties. The Nominating Committee shall submit to the Global Council a slate of candidates, with a minimum of two names for each vacancy, for the election of Officers and members of the Board of Trustees.

Procedures. The Committee's procedures shall assure each of its members the opportunity to place names in nomination, and to express views on the nominees. Additional nominations from the floor may be made by any Member Delegate following the report of the Nominating Committee, provided that the written consent of the nominees indicating their willingness to serve has been obtained.

ARTICLE VIII

GLOBAL COUNCIL ELECTION OF OCLC TRUSTEES

Section 1. Number. Six (6) Trustees shall be elected by the Global Council.

Section 2. Duties. The responsibilities of Global Council-elected members of the Board of Trustees are the same as those of other members of the Board. Board members elected by the Global Council have no formal accountability to the Council. Global Council-elected Trustees must resign from the Global Council by the time their term begins on the Board of Trustees.

Section 3. Term. The term of office for Council-elected Trustees is four years, as outlined in the Code, (Article VII, Section C). In the initial implementation of these Bylaws, it may be necessary for the Board of Trustees to adjust term lengths as permitted under Article IV, Section D of the Code.

Section 4. Nomination and Election. Nominations for and elections of Global Council elected Trustees shall take place at the Annual Global Council Meeting. Nominations and elections to fill

unexpired terms may be made at any regular Global Council meeting. Candidates receiving the greatest number of votes shall be elected.

Section 5. Eligibility. Trustees elected by the Global Council shall be from varying disciplines and reflective of the global community interests of OCLC as determined by the Member Delegates. The Member Delegates are not limited to the sitting Member Delegates in the nomination and election process, and may nominate and elect the most qualified individuals possible, provided that such individuals have permitted their names to be placed in nomination in writing to the Program Director or the President of the Global Council. Council-elected Trustees may be re-elected by the Global Council for a second term on the Board of Trustees, within the limitations defined in the Code (Article VII, Section C (2)).

Section 6. Vacancies. The Trustee Members of the Board of Trustees by majority vote of Trustee Members present at a meeting at which a quorum is present shall appoint a successor to fill the unexpired term of a Trustee. An appointee to the term of the Global Council-elected Trustees shall serve only until the Global Council meets and elects a successor to fill the unexpired term (Code, Article VII, Section F).

Section 7. Removal from Office. The Board of Trustees may remove for cause any one or more of its members in accordance with the stipulations in the Code (Code, Article VII, Section G).

ARTICLE IX

FINANCES

The financial support for the operation of the Global Council shall be provided by OCLC (Code, Article IV, Section E (4)). The Global Council shall submit an annual budget request to be incorporated into the budget of OCLC. This request shall be developed by the Executive Committee, and approved by the Global Council. The Council may seek grants in furtherance of its purposes with the approval of the Board of Trustees. The expenditure of funds budgeted or otherwise acquired shall be through OCLC's accounts payable, and shall be audited with the full OCLC financial system.

ARTICLE X

STAFF

Section 1. The Global Council staff is employed by OCLC, and shall consist of a Program Director, and such additional staff members as the Program Director, the Executive Committee, and the designated OCLC Vice President shall deem necessary to carry out the work of the Global Council. The Program Director shall report to the designated OCLC Vice President and shall be selected with involvement from the Executive Committee, which shall also participate in the Program Director's performance evaluation.

Section 2. The Program Director shall have, subject to the direction of the Global Council, the responsibility for conducting the day-to-day business matters of the Council, including:

- A. Administering policies and programs;
- B. Attending and participating as a non-voting member in meetings of the Council, the Executive Committee, and Ad Hoc committees, except when matters concerning his/her employment are under consideration;
- C. Appointing and supervising such additional staff as approved by the Executive Committee and the designated OCLC manager;

- D. Conducting such business and financial matters of the Council as the Executive Committee shall direct;
- E. Preparing income and expenditure reports for the Executive Committee;
- F. Recording the proceedings of the Global Council and Executive Committee meetings, preparing and distributing minutes;
- G. Keeping the Council's official membership roll, supervising the registration of Delegates, and calling the roll as required;
- H. Notifying OCLC Members of meetings and sending notices required by Global Council action;
- I. Notifying officers and members of their election to office or appointment to committees, and maintaining a listing of existing committees and their members;
- J. Facilitating the movement of required notifications among and between the Board of Trustees, the Global Council, the Executive Committee, and OCLC staff;
- K. Editing publications and announcements as authorized by the Executive Committee or the Council;
- L. Preparing annual and special reports as the President, or the Executive Committee, or the Global Council shall request.

Section 3. A parliamentarian may be retained for Global Council meetings as deemed appropriate by the Executive Committee.

ARTICLE XI

INDEMNIFICATION

To meet legal requirements, or by request of OCLC Online Computer Library Center, Inc., members of the Executive Committee may be bonded. The purchase and maintenance of insurance for purposes of indemnification shall be at no cost to the persons covered.

ARTICLE XII

PARLIAMENTARY AUTHORITY

The rules in the current edition of The Standard Code of Parliamentary Procedure shall govern the Global Council in all cases to which they are applicable, and in which they are not inconsistent with the Articles of Incorporation or the Code, or special rules of order which the Global Council may adopt.

ARTICLE XIII

AMENDMENTS

These Bylaws may be amended at any regular or special meeting called for that purpose, by vote of at least two-thirds (2/3) of the Delegates voting, provided that:

- A. The proposed amendments shall be initiated by the Executive Committee, or by petition of ten (10) Delegates, and received in writing by the President;
- B. The proposed amendments shall be referred to an Ad Hoc Committee appointed by the President to review such proposals within thirty (30) days of receipt;
- C. The proposed amendments, together with the Ad Hoc Committee's recommendations, shall be reported out of that Committee within forty-five (45) days of receipt, and shall be published not less than thirty (30) days prior to the Council meeting at which they are to be considered.

ARTICLE XIV

EFFECTIVE DATE

These Bylaws will take effect on July 1, 2009.