

OCLC Global Council & Regional Council Bylaws

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ARTICLE I **Names and Offices**

- Section 1. Names. The name of this organization is the OCLC Global Council (Global Council)
- I. Global Council is composed of three Regional Councils:
 - a. OCLC Asia Pacific Regional Council (APRC);
 - b. OCLC Europe, Middle East and Africa (EMEA) Regional Council (EMEARC);
 - c. OCLC Americas Regional Council (ARC).
 - II. The three (3) Regional Councils are a constituent part of the OCLC governance structure as defined in the Code of Regulations of OCLC Inc., and the Membership and Governance Protocols.
- Section 2. Offices. The office of the OCLC Global Council is located in Franklin County, Ohio.

ARTICLE II **Definitions**

The following terms used in these Bylaws are defined accordingly:

- I. "OCLC" refers to OCLC Online Computer Library Center, Inc.
- II. "Code" refers to the Code of Regulations of OCLC.
- III. "Articles" refers to the Articles of Incorporation of OCLC.
- IV. "Protocols" refers to the Membership and Governance Protocols of OCLC.
- V. "Bylaws" refers to these Global Council & Regional Council Bylaws.
- VI. "OCLC Member(s)" refers to the institution(s) whose rights and responsibilities are defined in the Membership and Governance Protocols.
- VII. "OCLC Member Representative(s)" refers to individuals at each OCLC Member institution who have been designated by that institution as their voting authority and/or primary contact.
- VIII. "Member Delegates" and "Delegates" refer to those persons elected to the Global Council by the OCLC Members as determined by the Protocols and Article IV, Section C of the Code.
- IX. "Global Council Alternate Delegate(s)" refers to person(s) serving as delegate(s) to the Global Council in place of Regional Council Member Delegate(s).
- X. "Regional Councils" refers to the regional groups described in the Protocols and Article V of the Code.
- XI. "Council Staff," "OCLC Staff," and "Community Liaison" all refer to OCLC staff assigned to support Global and Regional Council activities, policies, and programs, and to assist in conducting the day-to-day business of the Global and Regional Councils.
- XII. Regional geographic designations:
 - a. Americas Region: North America, Central America, South America, and the Caribbean;
 - b. Asia Pacific Region: the territory west of Hawaii, USA ranging from China, Korea and Japan in the north to Australia and New Zealand in the south, and Pakistan to the west;
 - c. EMEA Region: Europe, Middle East, India and Africa.

ARTICLE III **Purposes**

Regional Councils facilitate connections in three world regions: Europe, the Middle East and Africa (EMEA); Asia Pacific; and the Americas. Members from each region elect an Executive Committee, plus member delegates to OCLC Global Council. Global Council brings these worldwide viewpoints together, informing and guiding the cooperative with this unique perspective. To carry out these purposes, Global and Regional Councils will:

- a. take a proactive role in reflecting the interests, issues, concerns, and challenges that face OCLC Members and the Regional Councils;
- b. encourage and inform cooperative efforts that benefit OCLC Members;
- c. facilitate the flow of information among Regional Council members and OCLC management, the Board of Trustees, and the Global Council by:
 - i. providing feedback on regional issues;
 - ii. providing inclusive forums for discussion of issues, and being a conduit to allow the broadest, most inclusive conversation among OCLC staff, members, participants, and interested parties;
 - iii. proposing, assessing, and being actively involved in outreach and engagement activities with libraries, museums, and archives that help institutions learn more about OCLC, gain opportunities for participation in the OCLC cooperative, and to discuss issues facing member institutions and the communities they serve;
 - iv. serving as a vehicle for communication and strategic assessment of OCLC products, services, member relations, and other related matters;
 - v. advising on new and emerging issues, and being an incubator for new ideas within the OCLC cooperative;
 - vi. advising OCLC on strategic directions;
 - vii. exchanging information on collaborative initiatives within and between the Regional Councils;
 - viii. promoting the cooperative worldwide.

ARTICLE IV **Membership on the Global Council**

Section 1. Representation. OCLC Members will be those entities that meet the requirements as set by the Protocols. OCLC Members will be represented on the Global Council by elected Member Delegates. The Member Delegates will be members of the governing boards, or professional employees, including librarians, of the OCLC Members.

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

- a. All Member Delegates are authorized to act on behalf of the Regional Councils and OCLC Members in their regions in matters within the scope of Global Council interests and responsibilities as defined in the Protocols and Code, Article IV, Section E[1].

- b. Informing himself/herself of the principal concerns of OCLC Members in his/her region, reflecting 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 OCLC Members in his/her region.
- d. Voting in person or by proxy on each matter properly submitted to Global Council for action (Protocols and 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. Ratifying or rejecting, without modification, amendments presented by the Board of Trustees to: (1) the Protocols, or (2) the Code of Regulations, Article IV.
- g. Approving or rejecting amendments to these Bylaws, per [Article XII](#) of these Bylaws.
- h. Serving on committees, following appointment criteria and defined responsibilities.

Section 3. Nomination and Election or Selection of Member Delegates. Each Regional Council is empowered to establish its own criteria and procedures for the nomination and election or selection of Member Delegates to the Global Council, per [Article VIII, Section 2](#) of these Bylaws. Procedures and details for regional elections can be found in The Elections Handbook.

Section 4. Terms of Office. Member Delegates will serve for a term of three (3) years. Each Member Delegate will hold office until his/her successor has been elected and commenced his/her term. From time to time, with the approval of the Global Council Executive Committee, or the associated Regional Council Executive Committee, a Member Delegate's term may be limited or extended to fewer than or more than three (3) years for purposes of providing continuity of representation on Global Council (e.g., staggering the terms of Delegates to ensure vacancies are spread out over time; filling a vacancy). Regional and Global Council Delegates may serve multiple terms, but no more than two consecutive full terms.

Section 5. Proxies. Proxy voting will be permitted. Proxy authorization from a Member Delegate, permitting another Member Delegate to vote in his/her place, must be presented in writing by the absent Delegate to the Global Council Chair or Council Staff prior to its use. A proxy voter's authorization expires at the end of the meeting.

Section 6. Alternate Delegates. Alternate Delegates serve in the place of Member Delegates who are unable to attend a Global Council Meeting. An Alternate Delegate will have all the rights and responsibilities of a Member Delegate while serving in the Member Delegate's place. Participation in meetings and voting by Alternate Delegates will be permitted, subject to the rules that apply to all those serving in the capacity of voting Delegate (Code, Article IV, Section E[1]). The Chair of a Regional Council experiencing a vacancy will work with OCLC Staff to appoint appropriate Alternate Delegates for the region. Notices of meetings, agendas, minutes, and official documents will be distributed to Alternate Delegates.

ARC

a. **ARC.** Alternate Delegates to the OCLC Global Council will be drawn from the list of candidates who were not elected during the most recent ARC Global Delegate election.

APRC

b. **APRC.** Alternate Delegates are those members of the APRC Executive Committee who do not serve as Global Council Delegates, nominated by seniority as per Article VIII, Section 2.b.

EMEARC

c. **EMEARC.** The EMEA Nominating Committee will apply the diversity principles for the EMEA Region, described in the Appendix of these Bylaws, when selecting Alternate Delegates. Alternate Delegates may attend EMEARC Executive Committee meetings.

Section 7. Resignation, Termination, and Replacement. An Alternate Delegate will be assigned to a Member Delegate vacancy by the procedures outlined in these Bylaws. If there is no Alternate Delegate available, the Regional Council Executive Committee will 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. Removal from Office. Any Member Delegate (including those serving as Global or Regional Council Officers) may be removed for conduct detrimental to OCLC or the Global Council, after notice, and as follows:

- a. In the event a Member Delegate (including those serving as Global or Regional Council Officers) or Regional Council Member Delegate Alternate is perceived to be acting in a manner detrimental to OCLC or the Regional Council, any Delegate or OCLC Council Staff may petition the Global Council Executive Committee to remove this Member Delegate.
- b. Upon presentation to the Global Council Executive Committee of such a petition, the Executive Committee will meet within thirty (30) days to approve or reject the petition.
- c. The OCLC Vice President responsible for the Global Council and Regional Councils will notify in writing the Delegate sought to be removed at least thirty (30) days before any meeting at which it is proposed that such action be taken.
- d. The named Delegate will not participate in the Global Council Executive Committee meeting.
- e. The Global Council Chair will make every attempt to ensure that all members of the Global Council Executive Committee are able to participate in discussion about the petition, and in the process of voting. Discussion and voting will be organized in a fashion that will maximize Global Council Executive Committee participation (whether in person, via conference call, via email, or other). If the petition is approved by a majority of the Global Council Executive Committee members voting, the Delegate will be removed immediately and a vacancy will be declared.
- f. If the petition is rejected, the Delegate will remain in his/her office.
- g. OCLC Staff monitor Delegate attendance at Global Council meetings. Any Regional Council Member Delegate who fails to attend two consecutive Global Council Meetings will forfeit his/her office and be replaced by a Regional Council Member Delegate Alternate chosen by the associated Regional Council, who will serve out the unexpired term on Global Council.

Section 9. Compensation. Member Delegates, and Alternates when appropriate, will be reimbursed for actual expenses incurred in the performance of their Global Council 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 will be held at any place as may be designated by the Global Council Executive Committee in consultation with OCLC Staff.

Section 2. Annual Global Council Meetings. The Global Council will meet in person at least once each year, referred to as the “Annual Global Council Meeting.” The Global Council will elect the next Chair of Global Council, ratify or reject amendments to the Protocols and/or Article IV of the Code as proposed by the Board of Trustees, and elect individuals to the Board of Trustees in accordance with the defined election cycle. Additional meetings may be conducted in person or electronically.

Section 3. Regional Council Meetings. Per the Protocols, the Chair of each Regional Council will call at least one in-person meeting of the Regional Council within any 12-month period. The Regional Council Annual Meeting agenda will include discussions or presentations on a wide range of topics and regional and global issues of particular interest to Regional Council Members. These meetings will facilitate: communication among Members, Global Council Delegates, and OCLC; discussion of OCLC’s strategic directions; presentation of the official report of election results of Regional Council Officers and Global Council Delegates; other business identified by the Regional Council Executive Committee and OCLC Staff.

Section 4. Special Meetings. The purpose of any special Global or Regional Council meeting will be stated in the call. Such meetings may be held in person or electronically. Nothing in these Bylaws is intended to prohibit or discourage other types of meetings, such as meetings of advisory committees or ad hoc groups addressing specific topics.

- a. **Global Council**. Special meetings of the Global Council may be called by the Global Council Chair, by the OCLC Board of Trustees, by the Global Council Executive Committee, or upon the written request of at least thirty percent (30%) of the Global Council Member Delegates.
- b. **Regional Councils**. Special meetings of a Regional Council may be called by the Chair of the Regional Council, by the Regional Council Executive Committee, or upon the written request of at least thirty percent (30%) of the Regional Council Delegates.

Section 5. Notice. Council Staff will provide Member Delegates and Alternate Delegates at least thirty (30) days advance notice of any meeting of Global Council or Regional Council. Such notice will state time, place, and proposed agenda. Notice for meetings of any other

committees, task forces, or ad hoc groups associated with Global or Regional Councils will be at the discretion of the Chair of that group.

Section 6. Open Meetings. Global Council and Regional Council meetings will be open to all interested parties from libraries, archives, museums, and OCLC distributors. However, voting rights are extended to only those Delegates who are eligible to vote based on voting criteria outlined in these Bylaws and the Protocols.

Section 7. Quorum. The presence at any meeting of at least fifty percent (50%) or more of the Member Delegates will constitute a quorum for Global and Regional Councils. Matters properly before Global and Regional Councils will be decided by a majority vote of the Member Delegates voting at any meeting (in person or virtual) at which a quorum is present (Code, Article IV, Section C [4]). Alternate Delegates will count toward establishing a quorum.

ARTICLE VI **Governance and Officers**

Section 1. Business Language. The business language of OCLC Global Council and Regional Councils will be English.

Section 2. Composition of Global Council Executive Committee. The Global Council Executive Committee will be composed of the Chairs and Vice Chairs/Chairs-Elect of each of the three Regional Councils, for a total of six (6) people.

Section 3. Global Council Chair. The presiding officer of the Global Council will be the Global Council Chair, a voting member of the Global Council and his/her Regional Council.

- a. **Nomination and Election**. The Chairs and incoming Vice Chairs/Chairs-Elect of the three Regional Councils will constitute the Nominees for the office of Global Council Chair. The full Global Council delegation will vote for the Global Council Chair at the Annual Global Council Meeting. The candidate receiving the greatest number of votes will be elected.
- b. **Duties**. The Global Council Chair will:
 - i. plan, organize, and preside over all meetings of the Global Council and of the Global Council Executive Committee;
 - ii. provide direction to the Council Staff in performing duties assigned by the Global Council and developing planning documents;
 - iii. execute, with the Council Staff, all documents in accordance with any vote of the Global Council;
 - iv. appoint, with approval of the Global Council Executive Committee, the chair and members of all committees, except as limited by these Bylaws;
 - v. report proceedings of the Global Council to OCLC's President and Chief Executive Officer and the Board of Trustees;
 - vi. be an ex-officio member of all committees except the Nominating Committee;

- vii. perform such duties as the Global Council directs.
- c. **Term of Office.** Upon election, the Global Council Chair will assume his/her duties commencing on 1 July following the meeting at which s/he is elected, through 30 June of the following year, and will serve a term of one (1) year.
- d. **Temporary Absence or Permanent Vacancy.** In all cases in which the Global Council Chair is absent or unable to serve, the Global Council Executive Committee will select by majority vote a replacement from amongst the Executive Committee for the necessary period of time.

Section 4. Officers of the Regional Councils. Regional Councils will create and select officers to conduct their internal business as they deem appropriate for their region. Each Regional Council will have a Chair, and a Vice Chair/Chair-Elect. ARC and APRC also have a Secretary. ARC additionally has officer positions for an ARC Immediate Past Chair and four (4) ARC Members-at-Large.

- a. **Elections and Appointments of Officers of the Regional Councils.** APRC and EMEARC Executive committees appoint their Vice Chair/Chair-Elect positions. The ARC Nominating Committee manages the process for selecting candidates for ARC Vice Chair/Chair-Elect, Secretary, and Members-at-Large to be included in the annual elections for the ARC region. The APRC Secretary is appointed by the APRC Executive Committee. Per [Article VI, Section 3\(a\)](#), annual elections for officers of the Regional Councils must be completed in advance of the annual election for the Global Council Chair. All terms of office for these positions commence on the July 1st following their election or appointment.
- b. **Regional Council Chair.** The Chair of each region will serve a one-year term as Chair. The Chair will:
 - i. plan, organize, and preside over all meetings of the Regional Council and Regional Council Executive Committee;
 - ii. serve as a Regional Council Member Delegate to the Global Council and serve on the Global Council Executive Committee;
 - iii. provide direction to designated OCLC Staff to perform duties assigned by the Regional Council and to develop planning documents;
 - iv. execute with designated OCLC Staff all documents in accordance with the vote of the ARC;
 - v. appoint, with approval of the Executive Committee, the chair and members of all regional committees, except as limited by these Bylaws;
 - vi. report proceedings of the Regional Council to OCLC and the Global Council;
 - vii. work with designated OCLC Staff to develop budget requests and to manage regional activities within the annual budget.
- c. **Regional Council Vice Chair/Chair-Elect.** The Vice Chair/Chair-Elect of each region will serve a one-year term as Vice Chair/Chair-Elect, then a one-year term as Chair. The Vice Chair/Chair-Elect will: perform the duties of the Chair in all cases in which the Chair is absent or unable to serve; serve as a Regional Council Member Delegate to the Global Council; serve on the

Global Council Executive Committee, and; perform such duties as the Regional Council Executive Committee or its Chair directs.

- d. **Regional Council Secretary.** The Secretary of ARC will serve a three-year term; the Secretary of APRC will serve a term of a minimum of one year. The Secretary will: serve as the chief recording officer of the region; serve as a Regional Council Member Delegate to the Global Council; perform such duties as the Regional Council Executive Committee or its Chair directs.
- e. **Vacancies.** Vacancies in any office of a Regional Council Executive Committee will be filled for the remainder of the unexpired term accordingly:
- i. **Chair.** The Vice Chair/Chair-Elect will succeed to the office of the Chair for the unexpired term and will subsequently serve the one year term as Chair to which he/she was elected.
 - ii. **Vice Chair/Chair-Elect.** In the event that the office of Vice Chair/Chair-Elect becomes vacant, the Regional Council Executive Committee may choose to appoint a replacement to serve the remainder of the unexpired Vice Chair term. In the following election cycle a new Vice Chair will be elected.
 - iii. **Secretary.** The vacancy will be filled by the Regional Council Executive Committee.
- f. **Americas Regional Council Executive Committee.**
- i. Additional officers of the ARC Executive Committee are the Immediate Past Chair, and four (4) Members-at-Large.
 - ii. The ARC Vice Chair/Chair-Elect will serve a one-year term as Vice Chair/Chair-Elect, then a one-year term as Chair, then a one-year term as Immediate Past Chair.
 - iii. The ARC Immediate Past Chair will:
 1. Serve as the Chair of the ARC Nominating Committee.
 2. Serve as an ARC Member Delegate to the Global Council.
 3. Perform such duties as the ARC Executive Committee or its Chair directs.
 4. In the event the office of ARC Immediate Past Chair becomes vacant, the Chair, in consultation with the Executive Committee, will name an existing Global Council Delegate from the Americas Region to serve the unexpired term.
 - iv. The ARC Members-at-Large will:
 1. Serve on the ARC Executive Committee.
 2. Serve as an ARC Member Delegate to the Global Council.
 3. Serve as chair or liaison to ARC committees or task forces, as assigned by the ARC Chair.
 4. Represent, reflect, and bring forth the interests and concerns of ARC members in the planning of ARC meetings and events.
 5. In the event an office of ARC Member-at-Large becomes vacant, the ARC Chair, in consultation with the Executive Committee, will appoint a replacement, with regard to the region/type of institution from which the departing Member was elected, who received the highest number of votes but who

ARC

was not elected. If there are no qualified Alternate Delegates from the distinct geographic area represented by the vacant position, the ARC Executive Committee may appoint a Member Representative from an institution within that area to complete the unexpired term.

ARTICLE VII **Committees**

Section 1. **Global Council**. There will be two standing committees of the Global Council: the Executive Committee and the Nominating Committee. Ad hoc and/or additional committees will be established as needed and members will be appointed by the Global Council Chair with the approval of the Executive Committee. All ad hoc committees will have a defined charge and a specified timeline within which to report to Council. Committee members may include Member Delegates or other individuals who may have qualifications that the Global Council Chair determines may be needed on such committees.

a. Global Council Executive Committee.

i. The Executive Committee will:

1. Act for the Global Council in the interim between meetings of the Global Council.
2. Fix the hour, place, and agenda of Global Council meetings.
3. Have oversight of Global Council meeting budgets.
4. Appoint one of its members to call the meeting to order and preside in the absence of the Global Council Chair.
5. Transact such business as the Global Council may refer to it.
6. Consider activities that may interest the Global Council, and recommend appropriate action.
7. Review the procedures of Regional Councils to ensure consistency across the cooperative, and amend these procedures by majority vote.
8. Provide input for the annual budget of the Global Council, as submitted to OCLC for the approval of the Board of Trustees.
9. Report all action taken between meetings of the full Global Council at the Global Council's next meeting.
10. Ensure that these Bylaws are reviewed annually, reflect the needs of the regions and Global Council as a whole, and support current modes of conducting Global and Regional Council business.

ii. Global Council Executive Committee meetings will generally be held on a monthly basis, but at least six times a year. Additional meetings will be held at the call of the Global Council Chair, or upon the written request of two members of the Global Council Executive Committee.

b. Global Council Nominating Committee. The Global Council Nominating Committee will consist of the three representatives from GC Executive (usually the Vice Chair/Chair-Elect of each region) and one additional delegate from each region, appointed by each regional Chair.

- i. Duties. The Nominating Committee will submit to the Global Council a slate of candidates, with a minimum of two names for each vacancy, for members of the Board of Trustees.
 - ii. Meetings. The Committee will meet virtually or in-person as appropriate, to conduct its business effectively.
 - iii. Procedures. The Committee's procedures will 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. Nominations, including self-nominations, will be allowed from the floor by Member Delegates during the business portion of the meeting where nominations are to be considered. Anonymous nominations are not permitted.
 - iv. Terms of Office. Nominating Committee members' terms correspond to their term on the Global Council Executive Committee.
- c. **Global Council Program Committee**. Reporting to the Global Council Executive Committee, the Global Council Program Committee will implement annual plans for and provide guidance on Global Council discussions and focus.
- i. The Committee will be composed of two Delegates appointed from each Regional Council to serve for one year; Global Council Executive Committee will appoint one of these Delegates to serve as Chair of the Committee.
 - ii. The committee will be responsible for:
 1. Identifying annual focus and/or themes for Global Council meetings and discussions.
 2. Working in close collaboration with the Executive Committee, plan Global Council meeting agendas as they relate to theme and topical discussions and activities (including annual in-person meeting, virtual meetings throughout the year, posts to discussion boards).
 3. Creating an annual action plan for theme discussions, outreach, regional meeting discussions, etc.
 4. Working with OCLC to coordinate dissemination of supporting materials, discussion guides, surveys.
 5. Working with OCLC to create reports that can be used to inform members as well as inform OCLC leadership on findings and inputs on theme discussions.
 6. Transacting such business as the Global Council may refer to it.
 7. Considering activities that may interest the Global Council, and recommend appropriate action.
 8. Conducting outreach to Delegates, as directed by the Global Council Executive Committee, to help inform thematic planning (e.g., through surveys, webinars, other discussion forums), or to develop the action plans resulting from discussions.

Section 2. Regional Councils. Each Regional Council will have two (2) standing committees: the Executive Committee and the Nominating Committee. Additional committees, task forces, or interest groups will be established as needed by the Regional Council Chair, in consultation with the Regional Council Executive Committee. The Chairs of

each standing committee will work with the Regional Council Chair and Executive Committee to provide opportunities for diverse voices by ensuring that as many different Regional Council delegates as possible are called to serve on standing committees. All ad hoc groups will have a defined charge and a specified timeline within which to report to the Regional Council. Group members may include Member Delegates or other individuals who may have qualifications that the Regional Council Chair determines may be needed.

a. **Regional Councils' Executive Committees.**

i. Membership on Regional Council Executive Committees. Each region establishes its Executive Committee as follows:

- ARC 1. ARC Executive Committee. The Chair, Vice Chair/Chair-Elect, Secretary, Immediate Past Chair and four (4) ARC Members-at-Large will constitute the Executive Committee.
- APRC 2. APRC Executive Committee. APCR Executive Committee will be elected by the members of the Asia Pacific Regional Council. In order to ensure geographical diversity, no more than one member of the Executive Committee will be elected from the same country or designated region in Asia Pacific. For the purposes of the OCLC Asia Pacific Regional Council, Hong Kong, Macau, and Taiwan are each considered a separate designated region.
- EMEARC 3. EMEARC Executive Committee. All EMEA Delegates elected to represent the EMEA Region at Global Council will become members of the Executive Committee. The Executive Committee should be representative of the distinctive geographic areas within the EMEA Region. If one or more of the distinct geographic areas and/or type of institution are not represented on the Global Council, then the Executive Committee may replace an EMEA Delegate with an Alternate to represent that distinct geographical area and/or type of institution. If replacing an EMEA Delegate, Alternate Delegates will have a vote on the Executive committee, and on Global Council, and they will count for the quorum.

ii. Duties.

- 1. Make decisions for the Regional Council between annual in-person meetings of the Council.
- 2. Assist the Chair in planning, organizing, and setting the agenda for Regional Council meetings, and to provide the approval for the regional meetings.
- 3. Approve the appointments to the Regional Council Nominating Committee and ad hoc committees, and the appointment of the committee chairs as nominated by the Chair.
- 4. Conduct business as directed by Regional Council meetings.
- 5.
- 6. Consider activities which may interest the Regional Council, and recommend appropriate action.
- 7. Appoint Delegates for functions in different Global Council bodies, as required.

iii. Meetings. Executive Committee meetings will generally be held on a monthly basis, but at least six times a year. Additional meetings will be held at the call

- of the Chair or upon the written request of two members of the Executive Committee.
- b. **Regional Councils' Nominating Committees.** Each Regional Council's Nominating Committee will be appointed by the Regional Council Chair. No member on the slate of nominees for election in the current year will be eligible to serve on the Nominating Committee in that year. The Regional Council Chair, with the advice of the Executive Committee, will appoint no fewer than two (2) and no more than four (4) members to serve as the Nominating Committee; these Members will be representative of the distinct geographic areas/countries within the Region. See also [Bylaws, Article VIII, Section 2](#), for further information on elections.
- i. ARC-Specific Requirements. ARC specifies that the ARC Nominating Committee will be composed of four (4) members, including the Immediate Past Chair of the ARC Executive Committee, who will serve as the ARC Nominating Committee Chair. The Committee overall will be composed of two Delegates (2) from the United States, one (1) from Canada, one (1) from Central America, South America, or the Caribbean.
 - ii. Process. The Nominating Committee for each region will work with the OCLC Staff to send out the call for nominations to all OCLC Members in the region through an appropriate communications method. See [Bylaws Article VIII, Section 2](#) for additional details on the Regional Councils' elections process.
 - iii. Authority. The Nominating Committees will have the following authority:
 - a. The Nominating Committees may stagger the length of the terms of Executive Committee members or Delegates in order to ensure that a roughly equal number of these terms end each year.
 - b. The Nominating Committees may recruit OCLC Members to run for office, even if they have not indicated initial interest in running.
 - iv. Inclusivity and Respect. The regions will make every attempt to include OCLC Members from all parts of the region's geographic area and institutions of different sizes and types. The Regional Council respects the rights, beliefs, and cultures of every member and individual. The Nominating Committee will strive to present an inclusive list of candidates for Regional Council offices and Delegates to Global Council.
- c. **Other Committees.** Regional Council Chairs may form other task forces or ad hoc committees and appoint the chair and members of each committee. The committees should have clear statements of their objectives. Committee members are to be appointed for a term no longer than two years, with the approval of the Executive Committee.

ARTICLE VIII **Elections**

Section 1. Global Council Election of OCLC Trustees

- a. Number. Six (6) Trustees will be elected by the Global Council.
- b. 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.

- c. Nomination and Election. Nominations for and elections of Global Council-elected Trustees will take place at the Annual Global Council Meeting. Candidates receiving the greatest number of votes will be elected.
- d. Eligibility. Trustees elected by the Global Council will be from varying disciplines and reflective of the global community interests of OCLC as determined by the Nominating Committee. The Nominating Committee is 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 Council Staff, the Chair of the Global Council, or the Chair of the Global Council Nominating Committee.

Section 2. Regional Council Elections to Global Council. The numbers of Delegates are determined per section VI (“Delegate Allocation Formula”) of the Protocols.

ARC
EMEARC

- a. **ARC and EMEA:** Candidates for election as a Delegate to Global Council must hold a leadership role in an OCLC Member organization in that region, and they must be able to actively participate in Regional and Global Council activities. Employees of OCLC or OCLC Distributors are not eligible to serve as Member Delegates, on Global Council, or on Regional Councils.
- b. **APRC:** APRC establishes the priorities of who will attend OCLC Global Council meetings from the Regional Council as a Member Delegate when the total number of Delegates assigned to Regional Council by the OCLC Global Council is fewer than the total number of members of the Executive Committee of the Regional Council. Members from APRC will attend OCLC Global Council meetings as Member Delegates based on the following priorities: Chair, Vice Chair/Chair-Elect, Council Secretary, and Executive Committee members by seniority (namely, the total number of days served on the Executive Committee, and in the case of an equal number of days of service, the number of votes received in their election to the Executive Committee, the higher the number of votes received, the higher the seniority).
- c. **Development of Candidate Pools for Regional Councils:**
 - i. Nominee Slates. At least eight (8) weeks prior to the Annual Global Council Meeting, The Nominating Committee for each Region will select and submit to OCLC Staff a slate with a minimum of two (2) nominees for each position on the Regional Council Executive Committee and for each vacancy in the Regional Council delegation.
 - ii. Verification of Candidate Eligibility. Prior to the creation of the official ballot, OCLC Staff will verify that the institution each candidate indicates on his/her form is an OCLC member.
 - 1. To ensure diversity and adequate representation from the EMEA Core Countries, candidates for Global Council Delegates will be elected according to the information in [Appendix A](#).

APRC

2. In order to ensure geographical diversity in the APRC, candidate eligibility will include ensuring no more than one OCLC Member will be elected from the same country or designated region in Asia Pacific. For the purposes of the OCLC Asia Pacific Regional Council, Hong Kong, Macau, and Taiwan are each considered a separate designated region.
- d. **Voting:** OCLC Staff, in consultation with the Regional Council Executive Committees, will send ballots to OCLC Member Representatives in each Regional Council, with a return date at least two (2) weeks prior to the Annual Global Council Meeting. Votes will be tallied and supplied to the Regional Council Members designated in these Bylaws. Regional Council Executive Committees and OCLC Staff will work together to report the results of the election and maintain a record of those not elected (and the votes they received) for use by their associated Executive Committees in filling unexpected vacancies, should any arise, and/or identifying Alternate Delegates to Global Council, ensuring that there is appropriate representation from throughout the appropriate Regional Council. Voting for Officers and Delegates normally will be conducted preceding, and then officially announced at, the Annual Global Council Meeting.

ARTICLE IX **Finances**

Each Regional Council will receive an annual appropriation from OCLC for running its activities. The appropriation will be expended to support Regional Council meetings, Executive Committee meetings, and other activities supporting Regional Council programs.

With the approval of the Board of Trustees, Global and Regional Councils may seek grants to further their purposes.

The expenditure of funds budgeted or otherwise acquired will be through OCLC's accounts payable, and will be audited with the full OCLC financial system.

Except as noted above, expenses incurred by Delegates, Alternates, customers, partners, distributors, and any other observers for attending Global and/or Regional Council meetings or events will be the responsibility of the individual attending.

ARTICLE X **Indemnification of Global and Regional Councils' Executive Committees**

To meet legal requirements, or by request of OCLC Online Computer Library Center, Inc., Member Delegates of the Global Council and Regional Councils' Executive Committees may be bonded. The purchase and maintenance of insurance for purposes of indemnification will be at no cost to the persons covered.

ARTICLE XI **Parliamentary Authority**

The rules in the current edition of The American Institute of Parliamentarians' *Standard Code of Parliamentary Procedure* will govern the Global Council and Regional Councils in all cases to which they are applicable, and in which they are not inconsistent with the Articles of Incorporation, the Code, the Protocols, or special rules of order that the Global Council may adopt.

ARTICLE XII **Amendments**

Section 1. These Bylaws may be amended at any regular or special meeting called for that purpose at which a quorum is present, by vote of at least two-thirds (2/3) of the Delegates voting, provided that:

- a. The proposed amendments will be initiated by the Global Council Executive Committee, or by petition of ten (10) Delegates, and received in writing by the Chair.
- b. The proposed amendments, specifying the date on which they would become effective, will be distributed to the Global Council Delegates to be voted upon.

ARTICLE XIII **Availability of Bylaws**

These Bylaws will be published and available for inspection by all OCLC Members across the cooperative.

ARTICLE XIV **Effective Date**

OCLC Global Council and Regional Council Bylaws, effective 27 March 2017.

APPENDIX

Core Countries and Candidate Qualifications for the EMEA Regional Council

EMEA “Core Countries” were defined at the setting up of the EMEARC according to the following metric: on the basis of revenue (measured in Euro), holdings in WorldCat, and number of OCLC Members. Core countries had to fulfill the condition that at least in two of the three mentioned aspects they were ranked in position one to three. In 2014, the following countries qualified as core countries: Netherlands, Germany, U.K. If the core countries list changes, the change will be effective on 1st July following the review date.

Section 1. Candidates for election as a Member Delegate must hold a leadership position in an OCLC Member Organization and they must be able to actively participate in the EMEARC and Global Council activities. Employees of OCLC or OCLC Distributors are not eligible to serve as Member Delegates or on the EMEARC Executive Committee.

Section 2. To ensure diversity and adequate representation from the core countries, candidates for Member Delegates positions will be elected as follows:

- a. One (1) from each core country
- b. One (1) from a European country outside the core countries
- c. One (1) from an African country outside the core countries
- d. One (1) from a Middle East country, or India, outside the core countries
- e. One (1) from a museum, archive, or other cultural institution such as an historical society (if not yet filled by one of the regions above)

Section 3. If EMEARC elects more Member Delegates than are listed above then the additional Delegates will be chosen from any country/region, whereby the Executive Committee will endeavor to set up the elections in such a way that Delegates will be chosen from several distinct geographic areas and/or different type of institutions to ensure diversity of representation.

Section 4. If EMEARC elects fewer Member Delegates than are listed above then the Executive Committee will seek to ensure the Delegates from non-core countries will be spread over the 3 geographic areas/type of institution as specified above, as appropriate.

Section 5. The EMEARC Executive Committee is authorized to review the status of core countries every three (3) years starting Sept/October 2011, using an average of three years data. A recommendation to add or delete a country from the Core Countries must be supported by a majority of the EMEARC Executive Committee. The Executive Committee should not allocate more than 50% of the Member Delegate positions allocated to EMEA by OCLC to the core countries.