

The OCLC Americas Regional Council Bylaws

Preamble.

These Bylaws evolve from the framework documents of OCLC and the OCLC Global Council, including: *Amended Articles of Incorporation, Code of Regulations (“the Code”), Membership and Governance Protocols for the Global Council (“Protocols”),* and *OCLC Global Council Bylaws (“GC Bylaws”).* The ARC endorses *Shared Values and Membership Principles of the OCLC Cooperative.*

Article I: Name.

The name of this organization will be the OCLC Americas Regional Council (ARC).

Article II: Definitions.

The following terms used in these Bylaws are defined accordingly:

- “OCLC:” refers to the OCLC Online Computer Library Center, Inc.
- “Americas Region:” Canada, Latin America/Caribbean, and the United States.
- “Americas Regional Council (ARC):” the unit of OCLC governance composed of the constituency of the OCLC members in the Americas Region.
- “ARC member(s):” OCLC member(s) in the Americas Region.
- “ARC Member Representative:” designated voting representative of an ARC member.
- “Program Director:” the OCLC staff position assigned to work with the ARC and its committees.
- “ARC Member Delegate(s):” person(s) elected to the Global Council by ARC Member Representatives.

Article III: Purposes.

As stated in Article IV of the *Protocols*, “The Regional Councils participate in OCLC governance by electing Delegates to the Global Council [and] facilitate discussion of issues with the OCLC cooperative.”

To carry out these purposes, the ARC will:

1. Elect Member Delegates to the OCLC Global Council, in accordance with Article VI of the *Protocols*
2. Hold at least one (1) in-person annual meeting, and other regular and special meetings as necessary
3. Expedite the flow of information among ARC members and OCLC management, the Board of Trustees, and the Global Council:
 - a. Provide an inclusive forum for broad discussion of issues
 - b. Serve as a two-way vehicle for communication
 - c. Advise on new or emerging issues.
4. Engage in and promote OCLC plans and cooperative efforts that benefit members
5. Take a proactive role in representing and bringing forward the interests and concerns of ARC members.

Article IV: Governance.

A. Officers. The Officers of the ARC will be a Chair, Vice-Chair/Chair-Elect (must be a sitting Global Council Delegate with at least two years remaining in his/her term), and Secretary. No person may hold more than one elected leadership position at any one time.

B. Duties of the Chair. The Chair will:

1. Preside at all meetings of the ARC and the ARC Executive Committee
2. Serve as an ARC Member Delegate to the Global Council and serve on the Global Council Executive Committee
3. Direct the Program Director to perform duties assigned by the ARC and to develop planning documents
4. Execute with the Program Director all documents in accordance with the vote of the ARC
5. Appoint, with approval of the Executive Committee, the chair and members of all committees, except as limited by these Bylaws
6. Report proceedings of the ARC to OCLC and the Global Council
7. Work with the Program Director to develop budget requests and to manage ARC activities within the annual budget.

C. Duties of the Vice-Chair/Chair-Elect. The Vice-Chair/Chair-Elect will:

1. Perform the duties of the Chair in all cases in which the Chair is absent or unable to serve
2. Serve as an ARC Member Delegate to the Global Council and serve on the Global Council Executive Committee
3. Perform such duties as the ARC or its Chair directs.

D. Duties of the Secretary. The Secretary will:

1. Serve as the chief recording officer of the ARC
2. Work with the Program Director to ensure that the major responsibilities of the Secretary are performed
3. Conduct and certify ARC Executive Committee and Global Council Member Delegate elections.

E. Duties of the Members-at-Large.

1. Serves on the Executive Committee
2. Serve as chair or liaison to ARC committees or task forces, as assigned by the Chair
3. Take a proactive role in representing and bringing forth the interests and concerns of ARC members in the planning of ARC meetings and events

F. Term of office. Officers of the Executive Committee will assume their duties following the meeting at which they are elected and will serve a term as follows: the Chair will serve a one (1) year term; the Vice-Chair/Chair Elect will serve a one (1) year term; and the Secretary and Members-at-Large will serve two (2) year terms. The Members-at-Large will be representatives of the distinct geographic areas within the Americas Region:

- One (1) from Canada
- One (1) from Latin America/Caribbean
- Two (2) from the United States.

G. Nomination and election. Nominations for Officers will be made by the Nominating Committee in accordance with the procedures defined in Article VII below. The Nominating Committee will endeavor

to ensure that the slate of ARC Officer nominees is representative of the diversity of member types and sizes within the ARC, and will ensure that geographic distribution is maintained, Nominations for Members-at- Large will recognize staggered terms to ensure continuity.

H. Vacancies. Vacancies in any office will be filled for the remainder of the unexpired term as follows:

- **Chair.** In the event the office of Chair becomes vacant, the Vice-Chair/Chair-Elect will succeed to the office of Chair for the unexpired term and subsequently serve the one (1) year term as Chair to which s/he was elected.
- **Vice-Chair/Chair-Elect.** In the event the office of Vice-Chair/Chair-Elect becomes vacant, the Executive Committee will appoint a replacement to serve the remainder of the unexpired Vice-Chair term. In the following election cycle, both a Chair and a Vice-Chair/Chair-Elect will be elected.
- **Secretary.** In the event the office of Secretary becomes vacant, the vacancy will be filled by the Executive Committee for the unexpired term.
- **Member-at-Large.** In the event the office of Member-at-Large becomes vacant, the Executive Committee will appoint the nominee for this office who received the highest number of votes who was not elected, in accordance with Article VIII.

I. Removal from office. In the event an Officer or other Executive Committee member is perceived to be acting in a manner detrimental to the ARC, the Member Representatives may petition the Executive Committee to remove this member from the Committee. The petition must be signed, physically or virtually, by at least one percent (1%) of the total number of Member Representatives. Upon presentation to the Executive Committee of such a petition, and the authentication of the names thereon, the Executive Committee will hold an emergency meeting within thirty (30) days to approve or reject the petition. The named Committee member will not participate in this meeting. If the petition is approved by at least two-thirds (2/3) of the Executive Committee members present and voting, the named Committee member will be removed, a vacancy will be declared in the office, and Article IV, Section G of these Bylaws will apply. If the resolution is rejected, the Committee member will remain in his/her office for the remainder of his/her term.

Article V: Committees.

A. Standing committees. There will be three (3) standing committees of the ARC: the Executive Committee, the Communications Committee, and the Nominating Committee. Additional committees, task forces, or interest groups will be established as needed for the purposes of the ARC by the ARC Chair, in consultation with the ARC Executive Committee.

B. Executive Committee. The Chair, Vice-Chair/Chair-Elect, Secretary, and four (4) ARC Members-at-Large will constitute the Executive Committee. The ARC Chair will be the presiding officer.

1. Duties. The Executive Committee will:

- Act for the ARC in the interim between meetings
- Fix the hour and place of ARC meetings
- Plan the agenda and conduct the ARC meetings
- Transact such business as the members may refer to it
- Consider activities which may interest the ARC, and recommend appropriate action
- Provide input for the annual budget of the ARC

- Report on all action taken between meetings at the next ARC Annual Meeting or other regular meeting
- Fill vacancies as provided under Article IV, Section G of these Bylaws.

2. Limitation of Duties. The Executive Committee will not repeal actions of the ARC or engage in activities which conflict with previously enacted ARC policies and procedures.

3. Meetings. Executive Committee meetings will be held at the call of the Chair or upon the written request of two (2) members of the Executive Committee. Four (4) members of the Executive Committee constitute a quorum.

4. Reimbursement. The members of the Executive Committee will be reimbursed for actual expenses incurred by them in the performance of their duties.

C. Communications Committee. The ARC Chair will appoint the Committee Chair, plus four (4) members to the Communications Committee, with the advice of the Executive Committee. Membership should be staggered and no member should serve more than three (3) consecutive terms. These members will be representative of the distinct geographic areas within the Americas Region:

- One (1) from Canada
- One (1) from Latin America/Caribbean
- Three (3) from the United States.

1. Duties. The Communications Committee will liaise with appropriate staff at OCLC to plan and implement communication strategies that will:

- Make librarians, archivists, and other information professionals aware of the ARC as an innovative forum for open discussion of OCLC policies, strategies, services, relevant issues, and emerging trends
- Inform ARC members about the role of the ARC in the governance structure of OCLC
- Help the ARC Executive Committee promote participation in ARC meetings and activities.

2. Meetings. The Communications Committee will meet as needed. It is anticipated that most of its work will be conducted virtually.

D. Nominating Committee. The Chair will appoint the Committee Chair, plus four members to the Nominating Committee, with the advice of the Executive Committee; these members will be representative of the distinct geographic areas within the Americas Region:

- One (1) from Canada
- One (1) from Latin America/Caribbean
- Three (3) from the United States.

1. Duties. The Nominating Committee will submit to the ARC Secretary a slate of candidates, with a minimum of two (2) names for each vacancy, at least six (6) weeks prior to the Annual Global Council Meeting.

2. Meetings. The Nominating Committee will meet virtually or in person at least seven (7) weeks prior to the Annual Global Council Meeting to select candidates for election to the ARC Executive Committee and for election to the Global Council as Member Delegates from the Americas Region.

Committee procedures will assure each Committee member the opportunity to place a name in nomination from those who indicate interest, and to express views on the nominations.

E. Inclusivity and respect. The Americas Region includes members from all parts of the Western Hemisphere and institutions of different sizes and types. The ARC honors the rights, beliefs, and cultures of every member and individual. The Nominating Committee will strive to present an inclusive list of candidates for ARC offices and Delegates to Global Council.

F. Vacancies. Vacancies in any committee will be filled by the Chair, in consultation with the Executive Committee.

Article VI: Meetings.

A. Organization. The ARC Chair, in consultation with the Program Director and OCLC staff, will plan and execute at least one (1) ARC in-person meeting annually.

B. Quorum. The number of ARC Member Representatives present in person or virtually at any ARC meetings constitutes a quorum.

C. Agenda. The ARC Annual Meeting agenda will include discussions or presentations on a wide range of topics and regional and global issues of particular interest to ARC members; communications among members, Global Council, and OCLC; discussion of OCLC's strategic direction; and the official report of election results of ARC Officers and Global Council Delegates. The Program Director will distribute the agenda to all ARC members at least fifteen (15) days before the date of the ARC Annual Meeting.

D. Regional Council voting. Each ARC Member Representative will be entitled to cast one (1) vote in person, electronically, or by proxy, on each matter properly submitted to the ARC Annual Meeting for vote, consent, waiver, release, or other action.

E. Open meetings. ARC meetings are open to all interested parties, although only ARC Member Representatives are eligible to vote.

F. Costs. Costs and expenses of attending ARC Annual Meetings will be the responsibility of the attendees, unless otherwise determined by the ARC Executive Committee.

G. Other meetings. Additional meetings of the ARC may be called by the Chair or jointly by the Chair and the President and CEO of OCLC or his/her designee. Nothing in this document is intended to prohibit or discourage other types of meetings, such as meetings of national advisory committees, user groups, or other groups addressing specific topics.

Article VII: Elections.

A. Candidate eligibility. Candidates for election to the ARC Executive Committee or as Member Delegates from the ARC to Global Council must be professional employees or members of the governing boards of OCLC members. Employees of OCLC are ineligible to serve as Member Delegates or on the ARC Executive Committee.

B. Development of candidate pool. The ARC Secretary with the assistance of the Program Director will solicit expressions of interest from qualified professional employees or members of the governing boards of OCLC members at least twelve (12) weeks prior to the Annual Global Council Meeting. Expressions of interest must be received by the ARC Secretary nine (9) weeks prior to the Annual Global Council Meeting and will include brief biographical information as well as a statement of intent.

C. Verification of candidate eligibility. The ARC Secretary with the assistance of the Program Director will ensure that candidates are eligible for election and will prepare background information on the candidates for the Nominating Committee in advance of its meeting.

D. Nominee slates. The Nominating Committee will submit a slate with a minimum of two (2) nominees for each position on the ARC Executive Committee and for each vacancy in the ARC Member Delegation to Global Council, to the ARC Secretary at least six (6) weeks prior to the Annual Global Council Meeting. The Secretary with the assistance of the Program Director will prepare the ballots.

E. Voting. Voting for Officers and Delegates normally will be conducted preceding and officially announced at the Annual Global Council Meeting. The Secretary with the assistance of the Program Director will send ballots to OCLC Member Representatives in the Americas Region, with a return date at least two weeks prior to the Annual Global Council Meeting. All ARC Member Representatives may vote for all positions. Ballots will be returned to or accessed by the Secretary. The Secretary and one (1) Executive Committee member, with the assistance of the Program Director, will tally the results. The Secretary will report the results of the election and maintain a record of those not elected (and the votes they received) for use by the Executive Committee in filling unexpected vacancies, should any arise, and/or identifying Alternate Delegates to Global Council, ensuring that there is appropriate representation from throughout the ARC.

Article VIII: Global Council.

A. Delegate nominations and elections. Nominations and elections of Global Council Delegates will be conducted in accordance with Article VII of these Bylaws.

B. Delegate allocation. The number of Global Council Delegates elected will be determined by the Delegate Allocation Formula as per Section VI of *Membership and Governance Protocols for the Global Council*, and calculated by the Global Council staff, after the annual OCLC audit. The Nominating Committee will endeavor to ensure that the slate of Global Council nominees is representative of the diversity of member types and sizes within the ARC, and will ensure that geographic distribution is maintained, with the following minimums:

- Three (3) Delegates from Canada
- Two (2) Delegates from Latin America/Caribbean
- Twelve (12) Delegates from the United States
- Two (2) Delegates from museums, archives, and other cultural heritage institutions.

C. Terms of office. Member Delegates to the Global Council will serve a three (3) year term.

Article IX: OCLC Involvement.

At each ARC meeting, OCLC will be represented by senior management of the cooperative, including the President and CEO or appropriate Vice President(s) who can respond meaningfully to questions and concerns of the members. OCLC will make every effort to ensure that at least one (1) Trustee attends each ARC meeting. Additional OCLC staff will be made available as needed, e.g., to give presentations and participate in panel discussions.

Article X: Administrative Support.

A. Finances. OCLC will provide an annual appropriation from its budget for running ARC operations and the ARC Annual Meeting. The support provided by OCLC to the ARC is similar to that it provides to the Global Council, as described in Articles IX and X of the *Global Council Bylaws*. The ARC will develop and submit to OCLC an annual budget request. In addition, the ARC may seek grants in furtherance of its purposes with the approval of the Board of Trustees.

B. Staff. ARC staff members are employed by OCLC, and will consist of a Program Director and such additional staff members as the Program Director, the ARC Executive Committee, and/or OCLC Management deem necessary to carry out the work of the ARC. The Program Director will have, subject to the direction of the ARC, the responsibility for administering policies and programs and conducting the day-to-day business matters of the ARC.

Article XI: Indemnification.

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

Article XII: Parliamentary Authority.

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

Article XIII: Amendments.

These Bylaws may be amended by an electronic/mail ballot with at least two-thirds (2/3) of the Member Representatives voting in favor, providing that:

- One percent (1%) of the Member Representatives participate in the voting
- The proposed amendments will be initiated by the Executive Committee, or by petition of ten (10) Member Representatives, and received in writing by the Chair
- The proposed amendments will be referred to an ad hoc committee appointed by the Chair to review such proposals within thirty (30) days of receipt
- The proposed amendment(s), together with the ad hoc committee's recommendations, will be reported out of that committee to the Executive Committee within forty-five (45) days of receipt, and will be distributed to ARC Member Representatives no less than thirty (30) days prior to the deadline for returning ballots

- For the sake of procedural consistency among the Regions, approval of amendments will require a majority vote of the Global Council Executive Committee within thirty (30) days.

Article XIV: Effective Date.

These Bylaws will take effect on July 1, 2011.