

OCLC Asia Pacific Regional Council

Bylaws

(As approved, April 2011)

Preamble

One of the key recommendations of the 2007 OCLC Governance Study Committee was the creation of Regional Councils to facilitate discussion of local, regional, and national issues within the OCLC cooperative, as well as those issues that are of cooperative-wide interest. The OCLC Asia Pacific Regional Council was formally established in July 2009, as one of three such Regional Councils.

Article I: Name

The name of the Council shall be the OCLC Asia Pacific Regional Council

Article II: Definitions

‘OCLC’: the OCLC Online Computer Library Centre, Inc., headquartered in Dublin, Ohio.

‘OCLC Asia Pacific Regional Council’: the unit of OCLC governance comprising the constituency of OCLC members in the Asia Pacific region.

‘Asia Pacific region’: the territory west of Hawaii, ranging from China, Korea and Japan in the north to Australia and New Zealand in the south, and Pakistan to the west.

Article III: Charge

The OCLC Regional Council of Asia Pacific shall serve as:

1. A unit of OCLC governance which elects member delegates to the OCLC Global Council, as described in Article IV of the OCLC Code of Regulations;
2. An incubator for new ideas within the OCLC cooperative;
3. A two-way conduit to allow the broadest, most inclusive conversation among OCLC staff, members, participants, and interested parties; and
4. An inclusive forum and a vehicle to allow interested libraries, museums and archives to learn more about OCLC and opportunities for participation in the OCLC cooperative.

Article IV: Governance

A. Officers

The officers of the OCLC Asia Pacific Regional Council shall comprise a Chair, Vice Chair/Chair-Elect, and Council Secretary.

The officers shall serve as volunteers without monetary compensation from OCLC or the Regional Council, except that their out-of-pocket business expenses for carrying out the duties of the Regional Council may be reimbursed from the budget of the Regional Council.

A1: Responsibilities of Chair

The Chair shall:

1. Act as the official representative of the OCLC Asia Pacific Regional Council when communicating with OCLC governance and management, OCLC Global Council, and members of the Regional Council on issues as authorized by its members and/or the Regional Council's Executive Committee;
2. Plan, organize, call and chair the meetings of the Regional Council with the assistance and approval of the Executive Committee of the Regional Council. The Chair shall call at least one in-person meeting of the Regional Council in any 12-month period;
3. Call and chair meetings of the Executive Committee of the Regional Council;
4. Establish a Nominating Committee and ad hoc committees as may be appropriate and necessary and appoint chairs of these committees with the approval of the Executive Committee of the Regional Council;
5. Direct OCLC staff assigned to support the Regional Council to assist the activities of the Regional Council as may be appropriate and necessary;
6. Develop, obtain, and manage the Regional Council's budget with the approval and assistance of the Executive Committee of the Regional Council;
7. Perform other duties as may be authorized by the membership and/or Executive Committee of the Regional Council; and
8. Attend OCLC Global Council meetings as a member delegate and serve on the Global Council Executive Committee.

A2: Responsibilities of Vice Chair/Chair-Elect

The Vice Chair/Chair-Elect shall:

1. Assist the Chair in carrying out the responsibility of the Chair;

2. Act as the Chair when the Executive Committee of the Regional Council determines the Chair cannot function as the Chair, for as long as the Chair is unable to do so up until the expiry of the term of the Chair; and
3. Attend OCLC Global Council meetings as a member delegate and serve on the Global Council Executive Committee.

A3: Responsibilities of Council Secretary

The Council Secretary shall:

1. Maintain the official records of the Regional Council;
2. Take minutes of all meetings of the Regional Council and of the Executive Committee of the Regional Council;
3. Conduct all Regional Council elections and announce the results of these elections as may be appropriate and necessary; and
4. Attend OCLC Global Council meetings as a member delegate.

A4: Terms of Office

Both the Chair and Vice Chair/Chair-Elect shall serve terms of one (1) year. The Vice Chair/Chair-Elect shall take office as the Chair in the following year. The Council Secretary shall serve a term of a minimum of one (1) year.

All officers, the Chair, Vice Chair/Chair-Elect and Council Secretary, shall be appointed by the Executive Committee from within its membership. In order to ensure geographical diversity, the Chair, Vice Chair/Chair-Elect and Council Secretary shall not be appointed from the same country/region in Asia Pacific. For the purposes of the OCLC Regional Council of Asia Pacific, Hong Kong, Macau, and Taiwan are each considered a separate region.

B. Committees

The OCLC Asia Pacific Regional Council shall have two standing committees, the Executive Committee and the Nominating Committee. In addition, the Chair may form ad hoc committees, and appoint chairs of these ad hoc committees with the approval of the Executive Committee.

B1: Executive Committee

The membership of the Executive Committee shall comprise seven (7) elected representatives.

The Chair, Vice Chair/Chair-Elect, and Council Secretary shall also serve as the Chair, Vice Chair/Chair-Elect, and Council Secretary of the Executive Committee of the Regional Council.

In addition to the Chair, Vice Chair/Chair-Elect, and Council Secretary, four Executive Committee members shall be elected by the members of the Regional Council.

B1.1: Responsibilities of the Executive Committee

The Executive Committee shall:

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 annual budget of the Regional Council;
4. Approve the establishment of the Nominating Committee and ad hoc committees, and the appointment of the committee chairs as nominated by the Chair;
5. Certify the results of all Regional Council elections;
6. Conduct business as directed by Regional Council meetings; and
7. 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). This priority determines who shall attend OCLC Global Council meetings from Asia Pacific as a member delegate when the total number of delegates assigned to Asia Pacific by the OCLC Global Council is fewer than the total number of members of the Executive Committee of the Regional Council.

When the total number of member delegates assigned to Asia Pacific by the OCLC Global Council is equal to the total number of members of the Executive Committee of the Regional Council, then all the Executive Committee members shall attend the OCLC Global Council meetings.

When the total number of member delegates assigned to Asia Pacific by the OCLC Global Council is greater than the total number of members of the Executive Committee of the Regional Council, then all the Executive Committee members shall attend the OCLC Global Council meetings. The additional number of member delegates to the OCLC Global Council meeting required shall be determined by an election by and from members of the Regional Council.

At the annual Global Council meeting, each Regional Council member delegate shall be entitled to cast one (1) vote, in person or by proxy, in all votes, consents, waivers, releases, and Trustee elections.

Alternate member delegates to the OCLC Global Council shall be drawn from the list of members not elected at the most recent election.

B1.2: Terms of Office

Members of the Executive Committee shall ordinarily be elected for terms of two (2) years. To ensure continuity of membership from year to year, it may on occasion be necessary to elect members for terms of one (1) year.

The Executive Committee shall be elected by the members of the Regional Council. Candidates for election should hold a leadership position within institutions that are members of the Regional Council, including employees and members of Boards of Directors. Employees of OCLC are not eligible to serve as members of the Executive Committee. In order to ensure geographical diversity, no more than one member of the Executive Committee shall be elected from the same country/region in Asia Pacific. For the purposes of the OCLC Asia Pacific Regional Council, Hong Kong, Macau, and Taiwan are each considered a separate region.

B2: Nominating Committee

The Chair of the Regional Council shall form a Nominating Committee and appoint the committee chair and an additional two to four committee members, with the approval of the Executive Committee of the Regional Council.

B2.1: Responsibilities of the Nominating Committee

The Nominating Committee shall:

1. Solicit qualified candidates for the elected positions of the Regional Council;
2. Certify to the Council Secretary of the Regional Council the eligibility of the candidates; and
3. Ensure the geographical diversity of the candidates.

B3: Ad Hoc Committees

The Chair may form 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.

B4: Quorum

The quorum for all committee meetings, whether in-person or virtual, requires a simple majority of the committee members to be present when an in-person meeting is called, or participating when the meeting is virtual.

Article V: Meetings

The Chair of the Regional Council shall call at least one in-person meeting of the Regional Council within any 12-month period.

The OCLC President and CEO, or appropriate Vice President(s) who can respond meaningfully to questions and concerns of Regional Council members will attend each Regional Council in-person meeting. OCLC will also endeavour to ensure that at least one Trustee attends each Regional Council in-person meeting.

Within the scope of the charge of the OCLC Asia Pacific Regional Council, at the Regional Council meetings each OCLC member shall be entitled to cast one vote in person, electronically, or by proxy on each matter properly submitted to the Regional Council for vote, consent, waiver, release or other action. Each OCLC member shall designate a representative to cast its vote at Regional Council meetings.

The Regional Council meetings shall be open to all interested parties, although only OCLC members are eligible to vote.

Except as noted above, costs and expenses of attendance shall be the responsibility of the OCLC member or the individual attending.

Additional meetings of the Regional Council may be held from time to time at the joint call of the Chair of the Regional Council and the President and CEO of OCLC or his/her designee.

Nothing in these bylaws is intended to prohibit or discourage other types of meetings, such as meetings of national advisory committees or ad hoc groups addressing specific topics.

Article VI: Budget

The Regional Council shall receive an annual appropriation from OCLC for running its activities.

In principle, the appropriation will be expended in accordance with the following priorities:

1. Regional Council meetings;
2. Executive Committee meetings; and
3. Other activities supporting the Regional Council programs.

Article VII: 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 VIII: Parliamentary Authority

The rules in the current edition of the *Standard Code of Parliamentary Procedure* (Sturgis) shall govern the OCLC Asia Pacific Regional Council 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 the Regional Council may adopt.

Article IX: Amendments

These bylaws may be amended by a vote of members, by a majority of those who voted voting in favour.

Article X: Effective Date

These bylaws will take effect on 1 July 2011.