

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*. If conflicts exist between documents, the framework documents will take precedence over these Bylaws.

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:” North America, Central America, South America, and the Caribbean.
- “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 Regional Council. OCLC members are those 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.
- “ARC Member Representative:” designated voting representative of an ARC member.
- “ARC Member Delegate(s):” person(s) elected to the Global Council by ARC Member Representatives.
- “ARC Alternate Delegate(s):” person(s) serving as needed as delegate(s) to the Global Council in place of ARC Member Delegate(s).
- 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 Staff” refer to those staff assigned by OCLC management to support ARC activities.

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 facilitating discussion of issues within the OCLC cooperative.”

To carry out these purposes, the ARC will:

1. Take a proactive role in representing and bringing forward the interests and concerns of ARC members.

2. Encourage and facilitate any OCLC operations, plans, or cooperative efforts that benefit OCLC members
3. Represent the interests and concerns of ARC members to the Global Council.
4. 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.
5. Elect Member Delegates to the OCLC Global Council, in accordance with Article VI of the *Protocols*.
6. Hold at least one (1) in-person annual meeting and other regular and special meetings as necessary.

Article IV: Governance.

A. Officers. The Officers of the ARC will be a Chair, Vice-Chair/Chair-Elect, Secretary, and the Immediate Past Chair, all of whom will be sitting Global Council Delegates. No person may hold more than one elected leadership position at any one time within the ARC.

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 designated OCLC staff to perform duties assigned by the ARC and to develop planning documents.
4. Execute with designated OCLC staff 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 designated OCLC staff to develop budget requests and to manage ARC activities within the annual budget.
8. Be an ex-officio member of all committees except the Nominating Committee.

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 Executive Committee or its Chair directs.

D. Duties of the Secretary. The Secretary will:

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

E. Duties of the Immediate Past Chair. The Immediate Past Chair will:

1. Serve as the Chair of the 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.

F. Duties of the Members-at-Large. The Members-at-Large will:

1. Serve on the ARC Executive Committee.
2. Serve as ARC Member Delegates to the Global Council.
3. Serve as chair or liaison to ARC committees or task forces, as assigned by the Chair.
4. Represent and bring forth the interests and concerns of ARC members in the planning of ARC meetings and events.

Term of office. Upon election, the Executive Committee will have their terms automatically extended to three years to include their terms as Vice-Chair/Chair-elect, Chair, and Immediate Past Chair. Officers of the Executive Committee for the Americas Regional Council will assume their duties on July 1 of the year in which they are elected and will serve a term commencing July 1 and ending the following June 30 as follows: the Chair will serve a one (1) year term as Chair followed by a one (1) year term as Immediate Past Chair; the Vice-Chair/Chair Elect will serve a one (1) year term as Vice-Chair/Chair-Elect then a one (1) year term as Chair, and a one (1) year term as Immediate Past Chair; the Immediate Past Chair shall serve a one (1) year term; and the Secretary and Members-at-Large will serve three (3) year terms.

If a sitting Delegate is elected to the Executive Committee, he or she will commence a new three year term, as described above. The Members-at-Large will also serve as Global Council Delegates, representing distinct geographic areas within the Americas Region as follows:

- One (1) from Canada
- One (1) from Central America, South America or the Caribbean
- One (1) 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. The Executive Committee may, from time to time, change member terms to ensure that representation is appropriately maintained and/or to correct the timing of the election process.

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

- 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 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 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 was not elected, in accordance with Article VII E. 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.

- Immediate Past Chair. In the event the office of 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.

I. Removal from office. In the event an Officer, Executive Committee member, ARC Member Delegate, or ARC Member Delegate Alternate 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 OCLC designated Vice President responsible for the Global and Regional Councils shall notify in writing the Officer sought to be removed upon the scheduling of any meeting at which it is proposed that such action be taken. 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.

An ARC Member Delegate who fails to attend three consecutive Global Council Meetings will forfeit his/her office and be replaced by an ARC Member Delegate Alternate chosen by the Chair in regard to the distinct geographic areas within the Americas region, who will serve out the unexpired term on Global Council.

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. The Chairs of each standing committee will work with the ARC Chair and Executive Committee to provide opportunities for diverse voices by ensuring that as many different ARC delegates are called to serve on standing committees.

B. Executive Committee. The Chair, Vice-Chair/Chair-Elect, Secretary, Immediate Past Chair 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 H 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, with the advice of the Executive Committee, will appoint the Committee Chair, and a minimum of five (5) regional members to the Communications Committee. Additional members may be added at the discretion of the Communications Committee Chair and should include additional members to represent regions, institution types, and/or serve as additional members at large. Membership on the Committee is limited to no more than three (3) consecutive (annual) terms. The five (5) regional members will be representatives of the distinct geographic areas within the Americas Region:

- One (1) from Canada
- One (1) from Central America, South America or the 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.
- Assist OCLC with appropriate messaging, including assisting with distribution of member communications (via listservs, email or other methods), serving as member representatives to regional meetings, and providing feedback to OCLC staff on the efficacy of message.
- Help the ARC Executive Committee promote participation in ARC meetings and activities.

2. Meetings. The Communications Committee will meet as needed with most of its work conducted virtually.

D. Nominating Committee. The Nominating Committee will be appointed by the ARC Chair and will convene its first meeting within six (6) weeks after appointment. The Immediate Past Chair of the ARC Executive Committee will serve as the Committee Chair. The ARC Chair, with the advice of the Executive Committee, will appoint four (4) members to serve as the Nominating Committee; these members will be representative of the distinct geographic areas within the Americas Region:

- One (1) from Canada
- One (1) from Central America, South America or the Caribbean
- Two (2) from the United States.

1. Duties. The Nominating Committee will work with the OCLC staff to send out the call for nominations to all member institutions in the region through an appropriate communications method. The Committee will submit to the ARC Secretary a slate of candidates, with a minimum of two (2) names for each vacancy, at least eight (8) weeks prior to the Annual Global Council Meeting.

2. Meetings. The Nominating Committee will meet virtually or in person at least twelve (12) 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.

3. Authority. The Nominating Committee will have the following authority:

- a) The Nominating Committee 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 Committee may recruit members to run for office, even if they have not indicated initial interest in running.

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 respects 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 ARC Chair, in consultation with the Executive Committee.

Article VI: Meetings.

A. Organization. The ARC Chair, in consultation with 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 designated OCLC staff 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 and 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 Immediate Past Chair and the ARC Secretary, with the assistance of designated OCLC staff, will solicit expressions of interest from qualified professional employees or members of the governing boards of OCLC members at least sixteen (16) weeks prior to the Annual Global Council Meeting. Expressions of interest must be received by the ARC Secretary fourteen (14) 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 designated OCLC staff 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 designated OCLC staff, 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 OCLC staff, 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 OCLC staff, 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.

F. Alternate Delegates. Alternate Delegates from ARC serve in the place of ARC Global Council Delegates who are unable to attend a Global Council Meeting. Nominees for Global Council positions who are not elected will constitute the pool of Alternate Delegates. An Alternate Delegate shall have all the rights and responsibilities of a Member Delegate while serving in the Member Delegate's place.

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. Those individuals elected as the Chair, Vice Chair/Chair-Elect, Secretary, and Immediate Past President and Members at Large will all be members from the designated allotment of ARC representatives to the Global Council. Candidates will run for the positions of Vice-Chair/Chair-Elect, Secretary as well as At Large members of the Global Council.

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) from Central America, South America or the Caribbean
- Twelve (12) Delegates from the United States
- One (1) Delegate from museums, archives, and other cultural heritage institutions.
- One (1) Delegate from corporate, medical, or law libraries.

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 the staff designated by OCLC Management to serve in that capacity, the ARC Executive Committee, and/or others OCLC Management deems necessary to carry out the work of the ARC. A designated OCLC staff member 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, Online Computer Library Center, Inc. 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 a two-thirds (2/3) majority vote of the Executive Committee, provided that:

- The proposed amendments shall 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 amendments, 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 shall be published not less than thirty (30) days prior to the ARC meeting at which they are to be considered
- The proposed amendments, specifying the date on which they would become effective, will be distributed to the ARC Executive Committee to be voted upon.

Article XIV: Effective Date.

These Bylaws will take effect on July 1, 2013.