

# OCLC Global Council Bylaws

## ARTICLE I

### NAME AND HEADQUARTERS

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

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

## ARTICLE II

### DEFINITIONS

The following terms used in these Bylaws are defined accordingly:

- “OCLC,” wherever used, refers to the OCLC Online Computer Library Center, Inc.;
- Citations of the “Code” refer to the Code of Regulations of OCLC.
- Citations of the “Articles” refer to the Articles of Incorporation of OCLC;
- “OCLC Member(s)” refers to the institution(s) whose rights and responsibilities are defined in *Membership and Governance Protocols* as developed and distributed by the Membership Committee from time to time, as approved by the Global Council and the Board of Trustees;
- “Member Delegates” refers to those persons elected to the Global Council by the OCLC Members as determined by Article IV, Section C of the Code;
- “Regional Councils” refers to the regional groups described in Article V of the Code;
- “President” refers to the President of the Global Council (as opposed to the President and CEO of OCLC);
- “Council Staff” refers to those staff assigned by OCLC management to support council activities.

### **ARTICLE III**

#### PURPOSES

Section 1. As stated in Article IV of the Code, “The Members, through their member delegates shall: (i) reflect and articulate to the Board the Members’ various interests and concern; (ii) strengthen the Corporation throughout the world; (iii) advise the Board of Trustees and OCLC management of emerging, critical issues that require OCLC tracking, planning, or other responses so that OCLC’s own strategic planning is informed by this input; (iv) provide feedback to the Board and OCLC management on OCLC’s strategic directions; (v) be empowered to elect six (6) Trustees to the Board of Trustees as further provided in Article VI of the code; and (vi) have the right to approve amendments to the Code of Regulations and the Articles of Incorporation.” To carry out these purposes, the Council shall:

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

### **ARTICLE IV**

#### MEMBERSHIP ON THE GLOBAL COUNCIL

Section 1. Representation. OCLC Members shall be those entities that meet the requirements as set by the *Membership and Governance Protocols*, which are proposed by the Membership Committee and approved by the Global Council and the Board of Trustees. OCLC Members shall be represented on

the Global Council by Member Delegates. The Member Delegates shall be members of the governing boards, or professional employees, including librarians, of the OCLC Members.

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

- A. All Member Delegates are authorized to act on behalf of the Regional Council and OCLC Members in their Region in matters within the scope of Global Council interest and responsibilities as defined herein (Code, Article IV, Section E [1]).
- B. Informing himself/herself of the principal concerns of the Members comprising his/her constituency, representing their views, and supporting activities that are in their best interests.
- C. Communicating an understanding of the impact and effects of Global Council actions to his/her constituents.
- D. Voting in person or by proxy on each matter properly submitted to Global Council for vote, consent, waiver, release, or other action (Code, Article IV, Section C [4]).
- E. Nominating, voting for, and electing, in person or by proxy, the six Trustees to the OCLC Board of Trustees per the defined cycle.
- F. Approving or rejecting without modification amendments to the Articles of Incorporation and the Code of Regulations as presented by the Board of Trustees (Articles Paragraph 7, and the Code, Article XI.).
- G. Serving on committees, following appointment criteria and defined responsibilities.
- H. Voting to remove from Global Council office any Member Delegate for conduct detrimental to the Global Council after notice.

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

Section 4. Term. Member Delegates shall serve for a term of three (3) years. Each Member Delegate shall hold office until his/her successor has been elected and commenced his/her term. From

time to time, with the approval of the Executive Committee, a Regional Council may limit a Member Delegate's term to less than three (3) years for purposes of providing continuity of representation on Global Council. Each Regional Council may establish its own criteria for re-election and/or term limits.

Section 5. Proxies. Proxy voting shall be permitted. Proxy authorization from a Member Delegate, permitting another Member Delegate to vote in his/her place, must be presented in writing to the President or the 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. Nominees for Global Council who are not elected, and any additional persons selected from the Regional Councils who agree to serve in this role, 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. Participation in meetings and voting by Alternate Delegates shall be permitted, subject to the following rules (Code, Article IV, Section E [1]):

- A. A proxy is not necessary for an Alternate attending the meeting in place of a Member Delegate.
- B. Notices of meetings, agendas, minutes, and official documents will be distributed to Alternate Delegates.

Section 7. Resignation, Termination, and Replacement. An Alternate Delegate shall be assigned to a Member Delegate vacancy by the procedures outlined in the appropriate Regional Council Bylaws. If there is no Alternate Delegate available, the Regional Council Executive Committee shall select an individual to fill the unexpired term of a resigned or terminated Member Delegate in accordance with the nomination and election requirements of that Regional Council.

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

## ARTICLE V

### MEETINGS

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

Section 2. Annual Global Council Meetings. The Global Council shall meet in person at least once each year, hereinafter referred to as the "Annual Global Council Meeting." The Global Council shall elect its officers, ratify, or reject amendments as proposed by the Board of Trustees, to the Code of Regulations and Articles of Incorporation of OCLC, and elect individuals to the Board of Trustees in accordance with the defined election cycle. Additional meetings may be conducted in person or electronically.

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

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

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

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

## **ARTICLE VI**

### **OFFICERS**

Section 1. Officers. The Officers of the Global Council shall be a President, Vice President/President-Elect, and Immediate Past President. The officers are nonvoting, ex-officio members of the Global Council. Following his/her election, the unexpired term of the Vice President/President-Elect shall be filled by his/her Regional Council according to the rules designated by that Council.

#### Section 2. Duties.

A. President. The President shall:

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

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

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

C. Immediate Past President. The Immediate Past President shall:

- (1) Serve as chair of the Global Council Nominating Committee.

- (2) Perform such duties as the Global Council or the President directs.

Section 3. Term of Office. Officers shall assume their duties commencing 1 July following the meeting at which they are elected through 30 June of the following year and shall serve a term of one (1) year as Vice President/President-Elect, one (1) year as President, and one (1) year as Immediate Past President or until their successors have been elected. No Officer shall be eligible for more than one (1) office at any one time.

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

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

- President. The Vice President/President-Elect shall become President.
- Vice President/President-Elect. The vacancy shall be filled by the candidate receiving the greatest number of votes of Member Delegates voting at the next regular Global Council meeting.
- Immediate Past President. The Global Council Executive Committee can appoint a former Global or Member Council President to fill the remainder of the unexpired term.

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

## ARTICLE VII

### COMMITTEES

Section 1. There will be three standing committees of the Global Council: the Executive Committee, the Nominating Committee, and the Finance Committee. Ad hoc and/or additional standing committees shall be established as needed for the purposes of the Global Council and members appointed by the President with the approval of the Executive Committee. 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 President determines may be needed on such committees.

Section 2. The Executive Committee. The President, the Vice President/President-Elect, and the Immediate Past President of the Global Council, and the Chair and Vice Chair from each Regional Council shall constitute the Executive Committee. The President shall be the presiding officer.

Duties. The Executive Committee shall:

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



Limitations. The Executive Committee shall not:

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

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

Section 3. Nominating Committee. The Nominating Committee shall consist of two member delegates from each Regional Council selected by the Regional Council Chair. The Committee shall be chaired by the Immediate Past President.

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

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

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

Term. Nominating Committee members are appointed for a term of one year, and may be reappointed for additional terms at the discretion of the Regional Council Chair from which the member was appointed.

Section 4. The Finance Committee. The Finance Committee shall consist of two Member Delegates from each Regional Council recommended by the Regional Council Chair and approved by the Global Council President in consultation with the Global Council Executive Committee. The Vice President/President-Elect shall serve as the Chair of the Finance Committee. The Chair shall act as a voting member only in the case of a tie vote.

Duties. The Finance Committee shall:

- A. Advise on, and react to, economic and financial issues and concerns as they relate to OCLC and its members;
- B. Advise OCLC on the economic condition in member libraries;
- C. Recommend the allocation of appropriate Global Council funds;
- D. Develop short- and long-range financial plans concerning Council activities;
- E. Review the Cooperative's financial position, report to Council as necessary, and recommend Council action when appropriate;

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

Term. Finance Committee members are appointed for a term of one year, and may be reappointed for additional terms at the discretion of the Regional Council Chair from which the member was appointed.

## **ARTICLE VIII**

### **GLOBAL COUNCIL ELECTION OF OCLC TRUSTEES**

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

Section 2. Duties. The responsibilities of Global Council-elected members of the Board of Trustees are the same as those of other members of the Board. Board members elected by the Global Council

have no formal accountability to the Council. Global Council-elected Trustees must resign from the Global Council by the time their term begins on the Board of Trustees.

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

Section 4. Nomination and Election. Nominations for and elections of Global Council elected Trustees shall take place at the Annual Global Council Meeting. Nominations and elections to fill unexpired terms may be made at any regular Global Council meeting. Candidates receiving the greatest number of votes shall be elected.

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

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

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

## **ARTICLE IX**

### FINANCES

The financial support for the operation of the Global Council shall be provided by OCLC (Code, Article IV, Section E [4]). The Executive Committee, working with the OCLC-designated Vice President responsible for Global and Regional Councils, will develop an annual budget that encompasses the needs for both Global and Regional Councils. The Global Council may seek grants in furtherance of its purposes with the approval of the Board of Trustees. The expenditure of funds budgeted or otherwise acquired shall be through OCLC's accounts payable, and shall be audited with the full OCLC financial system.

## **ARTICLE X**

### INDEMNIFICATION

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

## **ARTICLE XI**

### PARLIAMENTARY AUTHORITY

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

## **ARTICLE XII**

### AMENDMENTS

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

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

## **ARTICLE XIII**

### EFFECTIVE DATE

These Bylaws will take effect on April 22, 2015.