

The OCLC EMEA Regional Council Bylaws

Section I: Name

The name of this body is the (OCLC) EMEA Regional Council. It is a constituent part of the OCLC Governance Structure as defined in the **Articles of Incorporation** and **Code of Regulations** of OCLC Inc, and the **Membership and Governance Protocols of the OCLC Global Council**.

Section II: Charge

The EMEA Regional Council shall perform the following critical functions: provide a formal channel for communication between the members and customers of the EMEA Region, the global cooperative and OCLC management; (ii) serve as a two-way vehicle for communicating to the Global Council the various interests of members, customers, partners and communities in the EMEA Region and for communicating from the Global Council issues requiring EMEARC awareness, response, or action; (iii) advise OCLC and the Global Council of new or emerging issues that require their attention; and (iv) be empowered to elect Delegates to the Global Council.

In order to carry out this charge, EMEARC shall:

1. Advise OCLC on strategic direction
2. Provide strategic input to product and market development
3. Exchange information on collaborative initiatives within the EMEA Region
4. Promote the cooperative within the EMEA Region
5. Debate and prioritize discussion themes for the Global Council

Section III: Definitions

EMEA Region: Europe, Middle East, India and Africa

EMEA Member(s): OCLC Member(s) in the EMEA Region, as defined in the Global Council's Protocols. An EMEA Member Organisation as meant in Section VII may also include library institutions/coordinating

bodies of libraries representing a group of Member Libraries that have concluded participation agreements with OCLC for products and services that qualify for membership.

“EMEA Regional Council (EMEARC)”: the unit of OCLC governance composed of the constituency of the EMEA Members, i.e. the assembly of EMEA Members in the EMEA Region.

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 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, UK.

The Executive Committee are authorised to review the status of core countries every three 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 Executive Committee. The Executive Committee should not allocate more than 50% of the Delegate positions allocated to EMEA by OCLC to the core countries.

If the core countries list changes, the change will be effective per 1st July following the review date, i.e. for the first time per 1 July 2012.

Community Liaison: the OCLC staff position assigned to work with the EMEARC and its committees.

Section IV: Governance

The business language of the EMEA Regional Council shall be English. The EMEARC shall create such officers and select such officers to conduct their internal business as they shall deem appropriate, provided however, no such officers shall have or represent to any third party the authority to bind OCLC.

- A. Officers The Officers of the EMEARC shall be a Chair, Vice-Chair/Chair-Elect and Secretary.
- B. Duties of the Chair The Chair shall:
 - (1) Preside at all meetings of the EMEARC and of the EMEARC’s Executive Committee;
 - (2) Direct the Community Liaison in performing duties assigned by the Global Council and developing planning documents;

- (3) Execute with the Community Liaison all documents in accordance with the vote of the EMEARC;
- (4) Appoint, with approval of the Executive Committee, the chair and members of any/all committees except as limited by the Bylaws;
- (5) Report proceedings of the EMEARC to OCLC and the Global Council;
- (6) Work with Community Liaison to develop EMEARC budget requests and to manage EMEARC activities within annual budget;
- (7) Develop an annual plan for EMEARC;
- (8) Perform such duties as the EMEARC directs;
- (9) Represent the EMEA Region within the Global Council Executive Committee.

C. Vice-Chair/Chair-Elect The Vice-Chair/Chair-Elect shall:

- (1) Perform the duties of the Chair in all cases in which the Chair is absent or unable to serve;
- (2) Perform such duties as the EMEARC or its Chair directs;
- (3) Represent the EMEA Region within the Global Council Executive Committee.

D. Duties of the Secretary The Secretary shall:

- (1) Prepare the agenda of the Executive Committee meetings and serve as the chief recording officer of the EMEARC;

E. Term of Office Officers of the Executive Committee shall assume their duties on the 1st July each year. The Chair and Vice-Chair/Chair -Elect shall serve a term of one year or until their successors have been elected. The Vice-Chair shall become the Chair in the following year. The Secretary shall serve a two year term. No Officer shall be eligible for more than one office at any one time. No person may hold more than one elected leadership position at any one time. In order to ensure geographic diversity the Chair, Vice-Chair/Chair Elect and Secretary shall not be elected from the same country in EMEA.

F. Nomination and Election Officers shall be elected by the Executive Committee members. If more than one candidate is proposed for an Office then a vote will be held and the candidate with the greatest number of votes shall be elected. In the event of a tie then the decision may be made by the toss of a coin.

G. Vacancies Vacancies in any office of the Executive Committee shall be filled for the remainder of the unexpired term accordingly:

Chair The Vice-Chair/Chair-Elect shall succeed to the office of the Chair for the unexpired term and shall subsequently serve the one year term as Chair to which he/she was elected.

Vice-Chair/Chair-Elect In the event that the office of Vice-Chair/Chair-Elect becomes vacant, the Executive Committee may choose to appoint a replacement to serve the remainder of the unexpired Vice-Chair term. In the following election cycle a Vice-Chair shall be elected.

Secretary The vacancy shall be filled by the Executive Committee.

- H. Removal from Office Upon a three-quarters (3/4) vote of Executive Committee members voting, any Officer of the Executive Committee may be removed for conduct detrimental to the EMEARC after notice. The Community Liaison shall notify in writing the Officer sought to be removed at least thirty days before any meeting at which it is proposed that such action be taken.

Section V: Committees

There will be two standing committees of the EMEARC, the Executive Committee and the Nominating Committee. Additional committees, task forces or interest groups shall be established by the Executive Committee as needed for the purposes of the EMEARC. Vacancies in any committee will be filled by the Executive Committee.

The Executive Committee

All EMEA Delegates elected to represent the EMEA Region at Global Council shall 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.

The EMEARC Chair shall be the presiding officer. The Community Liaison and the Executive Director, Member Relations may also attend the EC meetings but they will have no vote.

Duties: The Executive Committee shall:

1. Act for the EMEARC in the interim between meetings.

2. Elect the Executive Committee Officers.
3. Fix the hour, place, and agenda of EMEARC meetings.
4. Plan the agenda and carry out the EMEARC meetings.
5. Transact such business as the Members, customers, partners and communities may refer to it.
6. Consider activities which may interest the EMEARC, and recommend appropriate action;
7. Provide input for the annual budget of the EMEARC.
8. Report actions taken between meetings of the full EMEARC at the Council's next meeting.
9. Propose Delegates for functions in different Global Council bodies, as required.
10. Determine the allocation of open Delegate positions for Global Council.
11. Determine the number of Alternate Delegates, when appropriate.
- 12.

Individual members of the Executive Committee shall attend all meetings, actively participate in the meetings and participate in its committees as needed/applicable.

Limitations: The Executive Committee shall not:

- (1) Fill vacancies for Delegates to Global Council;
- (2) Repeal actions of the EMEARC or engage in activities which conflict with previously enacted EMEARC policies and procedures.

Meetings: Executive Committee meetings shall be held at the call of the Chair, or upon the written request of at least two members of the Committee. A majority of the members of the Committee shall constitute a quorum. In case of a tie, the Chair will have the casting vote. There should be at least one face to face meeting of the Executive Committee annually. The Executive Committee may meet virtually at other times in order to conduct its business effectively.

Term: Members of the Executive Committee shall ordinarily be elected for terms of three years. To ensure continuity of membership from year to year, it may on occasion be necessary to elect members for terms of one year and/or extend a term by one year at the discretion of the Executive Committee.

Nominating Committee: The Nominating Committee will comprise four (4) members one of whom will act as Chair. Each member should come from a different country in EMEA. No member standing for election in the current year shall be eligible to stand for the Nominating Committee in that year.

The members of the Nominating Committee and its Chair will be appointed by the Chair of the EMEARC in consultation with the Executive Committee.

Meetings: The Nominating Committee will meet virtually or physically, as appropriate, to conduct its business effectively.

Term: The Nominating Committee will be constituted after the call for nominations for the current year is closed. The Nominating Committee will serve until the announcement of the election results at the Global Council Annual Meeting.

Duties: The Nominating Committee shall develop a list of candidates for election as Delegates to the Global Council

Section VI: Meetings

Organization: The Chair of EMEARC, in cooperation with OCLC staff, shall plan and execute at least one EMEA Regional Council in-person meeting annually. It is recommended that the meeting should not take place in the same country in successive years.

Participation: Any EMEA Member, customer, partner and distributor from the EMEA Region may attend the EMEARC meeting, although only the designated representative of an EMEA Member may vote. EMEARC may invite other interested parties (e.g., LIBER, IFLA, CENL) to participate as observers.

Agenda: The EMEARC meeting agenda shall consist of a mix of topics, for example:

- Annual theme including topics from Global Council
- Presentations from libraries/groups around the theme
- OCLC staff presentations (SLT and BOD)
- External speakers
- OCLC Update
- Preparations for Global Council Agenda
- Service topics (strategic level)
- Caucus meetings
- Informal networking
- Visits to appropriate organizations

Voting: At the EMEARC meeting, each EMEA Member shall be entitled to cast one vote in person, electronically or by proxy on each matter properly submitted to the EMEARC for vote, consent, waiver, release or other action.

Funding: EMEARC will receive an annual appropriation from the OCLC budget to support the work of EMEARC. This funding will be used for running the in-person meetings and for approved activities. The appropriation will be determined as part of the OCLC annual budget process.

Costs: Expenses for Global Council Delegates, Alternates and Executive Committee members have to be determined in the light of the funding above. However, it is expected that travel and subsistence for Global Council Delegates/Executive Committee members and Alternates to attend the in-person meeting and the cost of the in-person meeting itself (venue and refreshments) will be met by OCLC from the EMEARC budget. Except as noted above, costs and expenses of attendance of EMEA Members, customers, partners or distributors and any other observers shall be the responsibility of the individual attending.

Other meetings: Additional meetings of the EMEARC may be held from time to time at the joint call of the Chair of EMEARC 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 country specific customer meetings, user groups, topic groups and forums.

Section VII: Elections

Candidates for election as a Delegate to Global Council must hold a leadership position in an EMEA Member Organisation 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.

To ensure diversity and adequate representation from the core countries, candidates for Global Council Delegates shall be elected as follows:

- 1 from each core country (see section III)
- 1 from a European country outside the core countries
- 1 from an African country outside the core countries
- 1 from a Middle East/Indian country outside the core countries
- 1 from a museum, archive, or other cultural institution such as an historical society (if not yet filled by one of the regions above)

If EMEARC may elect more delegates than are listed above then the additional delegates will be chosen from any country/region, whereby the Executive Committee will endeavour 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.

If EMEARC may elect fewer 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.

The Executive Committee, with the assistance of the Community Liaison, will determine the date of any election necessary to elect Delegates to represent the EMEA Region at Global Council. The Community Liaison will solicit expressions of interest from EMEA Members at least 16 weeks prior to the date of the election. Expressions of interest, in English, must be received by the Community Liaison 12 weeks prior to the date of the election and should include brief biographical information as well as a statement of intent.

The Community Liaison will ensure that applicants are eligible for election and that the appropriate diversity is represented, and submit the expressions of interest to the full Executive Committee at least 10 weeks prior to the date of the election. In order to ensure geographic diversity the Chair of EMEARC may request the assistance of OCLC staff, or other organisations in the EMEA Region as appropriate, (e.g., partners and distributors), to identify possible candidates and encourage them to apply.

The Executive Committee will pass the list of nominations to the Nominating Committee who will consider each nomination on merit in accordance with the criteria of leadership and diversity. The Chair of the Nominating Committee shall ensure that each member of the Nominating Committee express their views on the nominees. As a result of this discussion the Nominating Committee shall determine the list of approved candidates ready for each vacancy 6 weeks prior to the date of the election. The Nominating Committee should endeavour to find more than one candidate for each vacancy. The Chair of the Nominating Committee will advise the Community Liaison of the list of approved candidates. (S)he will also advise the Executive Committee of the list of candidates together with a report on the decision process and criteria used. Wherever possible the list of candidates should be finalised before the Annual EMEARC meeting to enable candidates to be able to present their candidacy to the participants at the EMEARC meeting prior to the ballot taking place.

The Community Liaison will prepare ballots for Global Council Delegate elections. The Community Liaison will send ballots by email/mail or alternatively send an invitation to an electronic voting Web site to the designated representative of each OCLC Member in the EMEA Region with a closing date at least two weeks following the sending of the ballot/invitation. All EMEARC Member representatives can vote for all positions. The Community Liaison will tally the results and will report the results to the Chair of the Nominating Committee. The candidate(s) receiving the most votes and fitting the diversity

principles will be elected as Delegate and one or more of the other candidates may be offered the opportunity to become an Alternate Delegate.

In deciding about the Alternate Delegates, the Nominating Committee will endeavour to apply the diversity principles described in this Section.

Alternate Delegates may attend EMEARC Executive Committee meetings, but may not attend in-person Global Council meetings or vote on Global Council issues unless officially representing a delegate.

If officially replacing an elected Delegate, Alternate Delegates will become a voting member of the EMEARC Executive Committee and will attend all official Global Council meetings.

The Community Liaison will maintain a record of those elected/not elected and the votes each candidate received for use by the Executive Committee in filling vacancies and/or identifying further Alternates. In the event of a tie for any position the decision may be made by allocating the Chair of the Nominating Committee a casting vote.

The Community Liaison will communicate the results first to the Executive Committee of EMEARC, The Managing Director OCLC EMEA and to the Executive Director, Member Relations and then to the members.

Section VIII: Global Council

Delegates to the Global Council shall be selected to represent EMEA Members. Nominations and Elections will be conducted in accordance with Article VII above.

The number of Delegate positions allocated to the EMEA region will be determined by the Delegate Allocation Formulae as per Section VI of *Membership and Governance Protocols for the Global Council* and communicated by the Global Council staff to the OCLC EMEARC Secretary and Community Liaison each December.

Delegates to the Global Council shall serve a three year term.

The Nominating Committee will endeavour to ensure that candidates for Global Council Delegates are representative of both the type of institution and countries active in the EMEA region as specified in section VII.

If a Delegate resigns or is deemed to have resigned, e.g. if the Delegate no longer represents an OCLC Member organisation, the most appropriate Alternate will take their place as Delegate for the remainder of the term

Section IX: OCLC Involvement

At each EMEARC meeting OCLC shall be represented by senior management of the cooperative including the President and CEO and appropriate Vice-President(s) and EMEA Director(s) who can respond meaningfully to questions and concerns of the EMEA Members, customers, partners and communities. OCLC will also make every effort to ensure that at least one Trustee attends each EMEARC meeting.

Section X: Administrative Support

Finances: OCLC will provide to EMEARC an annual appropriation from its budget for running EMEARC's operations and its annual meeting.

Staff Administrative support for EMEARC will be employed by OCLC EMEA and shall consist of a Community Liaison and such additional staff members as the Executive Director, Member Relations shall deem necessary to carry out the work of the EMEARC.

Section XI: Parliamentary Authority

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

Section XII: Amendments

These Bylaws may be amended by a majority vote of the members of the Executive Committee. In the event of a tie the Chair will have the casting vote.

Section XIII: Effective Date

These Bylaws will take effect on 1 September 2015.