

# **OCLC Global Council and Regional Council Bylaws**

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## ARTICLE I: Names and Offices

Section 1. Names. The name of this organization is the OCLC Global Council (Global Council)

- I. Global Council is composed of three Regional Councils:
  - a. OCLC Americas Regional Council (ARC);
  - b. OCLC Asia Pacific Regional Council (APRC);
  - c. OCLC Europe, Middle East and Africa (EMEA) Regional Council (EMEARC);
- II. The three Regional Councils are a constituent part of the OCLC governance structure as defined in the Code of Regulations of OCLC, Inc., and the Membership and Governance Protocols.

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

## ARTICLE II: Definitions

The following terms used in these Bylaws are defined accordingly:

- I. "OCLC" refers to OCLC formerly the Online Computer Library Center, Inc.
- II. "Code" refers to the Code of Regulations of OCLC.
- III. "Articles" refers to the Articles of Incorporation of OCLC.
- IV. "Protocols" refers to the Membership and Governance Protocols.
- V. "Bylaws" refers to these Global Council and Regional Council Bylaws.
- VI. "OCLC Member(s)" refers to the institution(s) whose rights and responsibilities are defined in the Membership and Governance Protocols.
- VII. "OCLC Member Representative(s)" refers to individuals at each OCLC Member institution designated as their voting authority.
- VIII. "Member Delegates" and "Delegates" refer to those persons selected for their Regional and Global Councils as determined by the Protocols and Article IV, Section C of the Code.
- IX. "Global Council Alternate Delegate(s)" refers to person(s) serving as replacement delegate(s) to the Global Council.
- X. "Regional Councils" refers to the regional groups described in the Protocols and Article V of the Code.
- XI. "OCLC Global Council Staff," "OCLC Staff," and "Community Liaison" all refer to OCLC staff assigned to support Global and Regional Council activities, policies, and programs, and to assist in conducting the day-to-day business of Global and Regional Councils.
- XII. Regional geographic designations:
  - a. Americas Regional Council (ARC): North America, Central America, South America, and the Caribbean.
  - b. Asia Pacific Regional Council (APRC): the territory west of Hawaii, USA ranging from China, Korea, and Japan to the north, to Australia and New Zealand in the south, and India and Pakistan to the west.
  - c. Europe, the Middle East, and Africa Regional Council (EMEA): Europe, the Middle East and Africa.

### **ARTICLE III: Purposes**

Regional Councils facilitate connections in the three world regions: the Americas, Asia Pacific, and Europe, the Middle East and Africa. Global Council brings their worldwide viewpoints together, informing and guiding the cooperative from their unique perspectives. To carry out these purposes, Global and Regional Councils will:

- a. take a proactive role in reflecting the interests, issues, concerns, and challenges that face OCLC Members and the Regional Councils;
- b. encourage and inform cooperative efforts that benefit OCLC Members;
- c. facilitate the flow of information among Regional Council members and OCLC management, the Board of Trustees, and the Global Council by:
  - i. providing feedback on regional issues that affect libraries as they support their communities;
  - ii. providing inclusive forums for discussion of issues, and being a conduit to allow the broadest, most inclusive conversation among OCLC staff, members, participants, and interested parties;
  - iii. proposing, assessing, and being actively involved in outreach and engagement activities with libraries, museums, and archives that help institutions learn more about OCLC, gain opportunities for participation in the OCLC cooperative, and discuss issues facing member institutions and the communities they serve;
  - iv. serving as a vehicle for communication and strategic assessment of OCLC products, services, member relations, and other related matters;
  - v. advising on new and emerging issues, and being an incubator for new ideas within the OCLC cooperative;
  - vi. advising OCLC on strategic directions;
  - vii. exchanging information on collaborative initiatives within and between the Regional Councils;
  - viii. promoting the OCLC cooperative worldwide.

### **ARTICLE IV: Membership on the Global Council**

Section 1. Representation. OCLC Members will be those entities that meet the requirements for membership as set by the Protocols. OCLC Members will be represented on the Global Council by duly elected and/or appointed Member Delegates. The Member Delegates will be members of the governing boards, or professional employees, including librarians, of the OCLC Members. Employees of OCLC or OCLC Distributors are not eligible to serve as Global or Regional Council Delegates.

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

- a. Communicating an understanding of the impact and effects of Global Council actions to OCLC Members in their region.

- b. Voting on each matter properly submitted to Global Council for action (Protocols and Code, Article IV, Section C [4]).
- c. All Member Delegates are authorized to act on behalf of the Regional Councils and OCLC Members in their regions in matters within the scope of Global Council interests and responsibilities as defined in the Protocols and Code, Article IV, Section E [1].
- d. Informing themselves of the principal concerns of OCLC Members in their region, reflecting their views, and supporting activities that are in their best interests.
- e. Nominating, voting for, and electing the six Trustees to the OCLC Board of Trustees, per the defined election cycle.
- f. Ratifying or rejecting, without modification, amendments presented by the Board of Trustees to: (1) the Protocols, or (2) the Code of Regulations, Article IV.
- g. Approving or rejecting amendments to these Bylaws, per [Article XII](#) of these Bylaws.
- h. Serving on committees, following appointment criteria, and fulfilling defined responsibilities.

Section 3. Terms of Office. Newly elected or appointed Member Delegates will generally serve for a term of three years. Each Member Delegate will hold office until their successor has been elected/appointed and commenced their term. From time to time, with the approval of the associated Regional Council Executive Committee, a Member Delegate's term may be limited or extended to fewer than or more than three years for purposes of providing continuity of representation on Global and/or Regional Council. Regional and Global Council Delegates may serve multiple terms, but no more than two consecutive full terms and no more than three terms or nine years in total. A full term is defined as at least 24 consecutive months as a voting member of the Global Council.

Section 4. Voting. Member Delegates may vote in person, online, or via proxy. Proxy authorization from a Member Delegate, permitting another Member Delegate to vote in their place must be presented in writing by the absent Delegate to the Global Council Chair or Council Staff prior to its use. Global Council Delegates do not forfeit their right to vote when not in attendance at a meeting but must cast their votes within the time frame determined by each election.

Section 5. Alternate Delegates. Alternate Delegates are Regional Council representatives who serve in the place of Regional Council Delegates who are unable to complete their terms. Alternate delegates replacing Delegates with terms ending in less than one year will have their terms extended in order to serve a minimum of twelve months and will have their terms extended until the next election cycle. The Chair of a Regional Council experiencing a vacancy will work with OCLC Staff to appoint appropriate Alternate Delegates for the region.

- a. **ARC.** Alternate Delegates to the OCLC Global Council will be drawn from the list of candidates who were not elected during the most recent ARC Delegate election.
- b. **APRC.** Alternate Delegates are those members of the APRC Executive Committee who do not serve as Global Council Delegates, in order by the highest seniority of election, as per Article VIII, Section 2.b.
- c. **EMEARC.** The EMEA Regional Council does not have designated alternates. When a replacement delegate is needed the chair will work with the OCLC staff to find a replacement and apply the diversity principles for the EMEA Region, described in Article VIII Section 2 of these Bylaws, when selecting Alternate Delegates.

Section 5. Resignation, Termination, and Replacement of Delegates. An Alternate Delegate will be assigned to a Member Delegate vacancy by the procedures outlined in these Bylaws. If there is no Alternate Delegate available, the Regional Council Chair will select an individual to fill the unexpired term of a resigned or terminated Member Delegate in accordance with the nomination, election, or appointment requirements of that Regional Council.

Section 6. Removal from Office. Any Member Delegate (including those serving as Global or Regional Council Officers) may be removed for conduct detrimental to OCLC or the Global Council, after notice, and as follows:

- a. In the event a Member Delegate or Regional Council Alternate is perceived to be acting in a manner detrimental to OCLC or the Regional Council, any Delegate or OCLC Council Staff may petition the Global Council Executive Committee to remove this Member Delegate.
- b. The OCLC Vice President responsible for the Global and Regional Councils will notify in writing the Delegate sought to be removed at least thirty (30) days before any meeting at which it is proposed that such action be taken.
- c. The named Delegate will not participate in the Global Council Executive Committee meeting.
- d. The Global Council Chair will conduct a meeting within 30 days after receiving the petition and will make every attempt to ensure that all members of the Global Council Executive Committee are able to participate in discussion about the petition, and in the process of voting. If the petition is approved by a majority of Global Council Executive Committee members voting, the Delegate will be removed immediately, and a vacancy will be declared.
- e. If the petition is rejected, the Delegate will remain in their office.  
Any Global Council Member Delegate who fails to attend two consecutive Global Council Meetings will forfeit their office and be replaced by a Regional Council Alternate chosen by the associated Regional Council, who will serve out the unexpired term on Global Council.

Section 7. Compensation. Member Delegates, and Alternates when appropriate, will be reimbursed for actual expenses incurred in the performance of their Global Council duties by OCLC. Such total budgeted amounts are as determined by the Board of Trustees (Code, Article IV, Section E [4]).

## ARTICLE V: Meetings

Section 1. Annual Global Council Business Meetings. The Global Council will meet in person or virtually at least once each year, referred to as the “Annual Global Council Meeting.” Additional meetings may be conducted.

Section 2. Place. Meetings of the Global Council will be held virtually or at any place as may be designated by the Global Council Executive Committee in consultation with OCLC Staff.

Section 3. Regional Councils Member Engagement. Each Regional Council will call at least one in-person, virtual meeting, or set of seminars for their Regional Council on a topic within the scope of the Annual Global Council Meeting agenda. This Regional activity will include discussions or presentations on a defined topic of particular interest to global libraries. Regional Council Chairs will work with OCLC staff to conduct these meetings will facilitate communication among Members, Global Council Delegates, representatives from the Board of Trustees and OCLC; discussion of OCLC’s strategic directions; other business identified by the Regional Council Executive Committee and OCLC Staff.

Section 4. Special Meetings. The purpose of any special Global or Regional Council meeting will be stated in the call. Nothing in these Bylaws is intended to prohibit or discourage other types of meetings, such as meetings of advisory committees or ad hoc groups addressing specific topics.

- a. **Global Council**. Special meetings of the Global Council may be called by the Global Council Chair, by the OCLC Board of Trustees, by the Global Council Executive Committee, or upon the written request of more than thirty percent (30%) of the Global Council Member Delegates.
- b. **Regional Councils**. Special meetings of a Regional Council may be called by the Chair of the Regional Council, by the Regional Council Executive Committee, or upon the written request of more than thirty percent (30%) of that Region’s Council Delegates.

Section 5. Notice. Council Staff will provide Member Delegates at least thirty days advance notice of any meeting of the Global Council. Such notice will state time, place, and proposed agenda. Notice for meetings of any other committees, task forces, or ad hoc groups associated with Global or Regional Councils will be at the discretion of the Chair of that group.

Section 6. Open Meetings. Global Council may call open membership meetings to engage members, solicit input, and share information directly with members, including members from libraries, archives, museums, and OCLC distributors. These meetings may be held in-person or virtually as deemed necessary to complete Global Council business and in consultation with OCLC staff.

Section 7. Quorum. The presence at any meeting of at least fifty percent (50%) or more of the Member Delegates will constitute a quorum for Global and Regional Councils. For Global Council Committees to conduct business, a quorum will be half of an even number of Members to a Committee, or the majority when the Committee consists of an odd number of members. Matters properly before Global and Regional Councils will be decided by a

majority vote of the Member Delegates voting at any meeting (in person or virtual) at which a quorum is present (Code, Article IV, Section C [4]).

## **ARTICLE VI: Governance and Officers**

Section 1. Business Language. The business language of OCLC Global Council and Regional Councils is English.

Section 2. Composition of Global Council Executive Committee. The Global Council Executive Committee will be composed of the Chairs and Vice Chairs/Chairs-Elect of each of the three Regional Councils, for a total of six people.

Section 3. Global Council Chair. The presiding officer of the Global Council will be the Global Council Chair, a voting member of the Global Council and their Regional Council.

- a. **Nomination and Election**. The incoming Chairs of the three Regional Councils will constitute the Nominees for the office of Global Council Chair. The full Global Council delegation will vote for the Global Council Chair during the designated election cycle. The candidate receiving the greatest number of votes will be elected.
- b. **Duties**. The Global Council Chair will:
  - i. plan, organize, and preside over all meetings of the Global Council and of the Global Council Executive Committee;
  - ii. provide direction to the Council Staff in performing duties assigned by the Global Council and developing planning documents;
  - iii. execute, with the Council Staff, all documents and duties assigned by and in accordance with any vote of the Global Council;
  - iv. appoint, with guidance of the Global Council Executive Committee, the chair and members of all Global Council committees, except as limited by these Bylaws;
  - v. be an ex-officio member of all committees except the Global Council or Regional Council Nominating Committees;
  - vi. perform such duties as the Global Council directs.
- c. **Term of Office**. Upon election, the Global Council Chair will assume their duties commencing on 01 November following the meeting at which they are elected, through 31 October of the following year; a term of one year.
- d. **Temporary Absence or Permanent Vacancy**. In all cases in which the Global Council Chair is absent or unable to serve, the Global Council Vice Chair will serve as Chair for the necessary period of time.

Section 4. Global Council Vice Chair. To assist the Global Council Chair, the Global Council will elect a Vice Chair who will remain a voting member of the Global Council and their Regional Council.

- a. **Nomination and Election**. The incoming Vice Chairs of the three Regional Councils will constitute the Nominees for the office of Global Council Vice Chair. The Global Council Vice Chair will be elected by the full Global Council delegation during the designated voting cycle.
- b. **Duties**. The Global Council Vice Chair will:
  - i. Perform the duties of the Chair in cases in which the Chair is absent or

- unable to serve;
- ii. Perform such duties as the Chair directs.
- c. **Term of Office.** Upon election, the Global Council Vice Chair will assume their duties commencing on 01 November following the meeting at which they are elected, through 31 October of the following year, and will serve a term of one year. This is not a Chair-Elect position.
- d. **Temporary Absence or Permanent Vacancy.** In all cases in which the Global Council Vice Chair is absent or unable to serve, the Global Council Executive Committee will select by majority vote a replacement from amongst the remaining Vice Chairs currently serving on the Executive Committee.

Section 5. Officers of the Regional Councils. Regional Councils will create and select officers to conduct their internal business as they deem appropriate for their region. Each Regional Council will have a Chair, and a Vice Chair/Chair-Elect. ARC and APRC also have a Secretary. ARC additionally has officer positions for four ARC Members-at-Large.

- a. **Elections and Appointments of Officers of the Regional Councils.** The seated delegates from each Regional Council will elect/appoint their Vice Chair/Chair-Elect positions for the next year. Per Article VI, annual elections/appointments of officers of the Regional Councils must be completed in advance of the annual election for the Global Council Chair. All terms of office for these positions commence on the 01 November following their election or appointment. Each Regional Council Executive Committee manages the process for electing or selecting candidates for their regions.
- b. **Regional Council Chair.** The Chair of each region will serve a one-year term. The Chair will:
  - i. plan, organize, and preside over all meetings of the Regional Council and Regional Council Executive Committee;
  - ii. serve as a Regional Council Member Delegate to the Global Council;
  - iii. serve on the Global Council Executive Committee;
  - iv. provide direction to designated OCLC Staff to perform duties assigned by the Regional Council and to develop planning documents;
  - v. execute, with designated OCLC Staff, all documents in accordance with the vote of the region;
  - vi. appoint, with input as they deem appropriate of the Executive Committee, the Chair and members of all Regional Council committees, except as limited by these Bylaws;
  - vii. report proceedings of the Regional Council to OCLC and the Global Council;
- c. **Regional Council Vice Chair/Chair-Elect.** The Vice Chair/Chair-Elect of each region will serve a one-year term as Vice Chair/Chair-Elect, then a one-year term as Chair. The Vice Chair/Chair-Elect will:
  - i. perform the duties of the Chair in all cases in which the Chair is absent or unable to serve;
  - ii. serve as a Regional Council Member Delegate to the Global Council;
  - iii. serve on the Global Council Executive Committee, and
  - iv. serve on the Global Council Nominating Committee;

- v. perform such duties as the Regional Council Executive Committee or its Chair directs.
- d. **Regional Council Secretary.** The Secretary of ARC and the Secretary of APRC will serve a term of one year. The Secretary will:
  - i. serve as a Regional Council Member Delegate to the Global Council;
  - ii. perform such duties as the Regional Council Executive Committee or its Chair directs.
- e. **Vacancies.** Vacancies in any office of a Regional Council Executive Committee may be filled for the remainder of the unexpired term accordingly:
  - i. **Chair.** The Vice Chair/Chair-Elect will succeed to the office of the Chair for the unexpired term and will subsequently serve the one-year term as Chair to which they were elected/appointed.
  - ii. **Vice Chair/Chair-Elect.** The vacancy will be filled by the Regional Council's Chair with input by their Executive Committee
  - iii. **Secretary.** The vacancy will be filled by the Regional Council's Chair with input by their Executive Committee.
- b. **Americas Regional Council Executive Committee.**
  - i. **Additional officers** of the ARC Executive Committee are four Members-at-Large.
  - ii. **The ARC Vice Chair/Chair-Elect** will serve a one-year term as Vice Chair/Chair-Elect, then a one-year term as Chair, then a one-year term as Immediate Past Chair.
  - iii. **The ARC Immediate Past Chair will:**
    1. Serve as the Chair of the ARC 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.
    4. In the event the office of ARC 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.
  - ii. **The ARC Members-at-Large will:**
    1. Serve a one (1) year term on the ARC Executive Committee.
    2. Serve as an ARC Member Delegate to the Global Council.
    3. Represent, reflect, and bring forth the interests and concerns of ARC members in the planning of ARC meetings and events.
    4. A vacancy in the position of ARC Member at Large will be filled by the Regional Council Chair with input by their Executive Committee.

## ARTICLE VII: Committees

Section 1. Meetings. Committee meetings of all Global and Regional Councils will generally be held on a bi-monthly (every other month) basis, but at least five times per year. Additional meetings will be held at the call of the Chair, agreement of the Committee, or upon the written request of two members of the Committee.

Any delegate who fails to attend three consecutive Global and/or Regional Council Committee meetings may forfeit their office on that Committee and be replaced with another delegate at the discretion of their Regional Council Chair.

Section 2. Global Council. There will be three standing committees of the Global Council: The Executive Committee, the Nominating Committee, and the Program Committee. Ad hoc and/or additional committees will be established as needed and members will be appointed by the Global Council Chair with input from 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 Global Council Chair determines may be needed on such committees.

**a. Global Council Executive Committee.**

- i. The Executive Committee will include the Chairs and Vice Chairs/Chairs-Elect of the Regional Councils. Their duties are:
  1. Act for the Global Council in the interim between meetings of the Global Council.
  2. Fix the hour, place, and approve the agenda of Global Council meetings.
  3. Transact such business as OCLC, the Global Council Chair and the Global Council may refer to it.
  4. Consider activities that may interest the Global Council and recommend appropriate action.
  5. Review the procedures of Regional Councils to ensure consistency across the cooperative and amend these procedures by majority vote.
  6. Ensure that these Bylaws are reviewed and adequately reflect the needs of the regions and Global Council as a whole and support current modes of conducting Global and Regional Council business.
  7. Global Council Executive Committee meetings will be held at least six times a year, generally every other month. Additional meetings will be held at the call of the Global Council Chair, or upon the written request of two members of the Global Council Executive Committee submitted to the Chair or OCLC Global Council staff.

**b. Global Council Nominating Committee**

- i. The Nominating Committee will consist of the three Vice Chairs/Chairs-Elect of each region and one additional delegate from each region, appointed by each Regional Chair. No member seeking election in the current year will be eligible to serve on the Nominating Committee in that year. The Global Council Chair will appoint one Committee Member to serve as Chair of the Committee. Their duties are:
  1. The Nominating Committee will submit to the Global Council a slate of candidates, with a minimum of one additional candidate per open position (i.e., two candidates for one position and three candidates for two positions) for members of the Board of Trustees.

2. The Committee will meet virtually or in-person as appropriate, to conduct its business effectively.
3. The Committee's procedures will ensure each member will have 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 consent of the nominees has been obtained. Nominations, including self-nominations, will be allowed from the floor by Member Delegates during the business portion of the meeting where nominations are to be considered.
4. Anonymous nominations are not permitted.
5. Nominating Committee members' terms are for one year.

**c. Global Council Program Committee**

- i. Reporting to the Global Council Executive Committee, the Global Council Program Committee will implement annual plans for and provide guidance on Global Council discussions and areas of focus. The Committee will be composed of no more than three or fewer than one Regional Council Delegates appointed from each Regional Council. The number of members from each Region will be determined by the Regional Council according to their selection processes. Delegates serve a one-year term. The Global Council Chair will appoint one of these Delegates to serve as the Chair of the Committee.
- ii. The committee will be responsible for:
  1. Identifying the annual focus and/or themes for Global Council meetings and discussions.
  2. Creating and submitting to the Global Council Executive Committee an annual action plan for theme discussions, outreach, regional meeting discussions, etc.
  3. Working with OCLC to coordinate dissemination of supporting materials, discussion guides, surveys.
  4. Working with OCLC to create reports that can be used to inform members as well as inform OCLC leadership on findings and inputs on theme discussions.
  5. Transacting such business as the Global Council may refer to it.

Section 3. Regional Councils. Each Regional Council will have two standing committees: The Executive Committee and the Regional Council Nominating Committee. Additional committees, task forces, or interest groups will be established as needed by the Regional Council Chair in consultation with the Regional Council Executive Committee. All ad hoc groups will have a defined charge and a specified timeline within which to report to the Regional Council. Group members may include Member Delegates or other individuals who may have qualifications that the Regional Council Chair determines may be needed.

**a. Regional Councils' Executive Committees.**

- i. Membership on Regional Council Executive Committees. Each region establishes its Executive Committee as follows:
  1. ARC Executive Committee. The Chair, Vice Chair/Chair-Elect, Secretary, Immediate Past Chair and four ARC Members-at-Large will constitute the Executive Committee.

2. APRC and EMEA Executive Committee. The Executive Committee will be all members of the Regional Council.
  3. EMEA Executive Committee. All EMEA Delegates elected/appointed to represent the EMEA Region at Global Council will become members of the Executive Committee.
- ii. Duties. Each region establishes its duties as follows:
1. Making decisions for the Regional Council between annual meetings of the Council.
  2. Assisting the Chair in planning, organizing, and setting the agenda for Regional Council meetings,
  3. Advising on the appointments to the Regional Council Nominating Committee and ad hoc committees.
  4. Conducting business as directed by Regional Council meetings.
  5. Considering activities which may interest the Regional Council and recommending appropriate action.
- iii. Meetings. Executive Committee meetings will generally be held on bi-monthly (every other month) basis, but at least five times per year. Additional meetings will be held at the call of the Chair, agreement of the Committee, or upon the written request of two members of the Executive Committee.
- a. **Regional Councils' Nominating Committees**. Each Regional Council's Nominating Committee will be appointed by the Regional Council Chair. No member seeking election in the current year will be eligible to serve on the Nominating Committee in that year. The Regional Council Chair, with the advice of the Executive Committee, will appoint no fewer than two (2) and no more than five (5) members to serve as the Nominating Committee. Candidates for election as a Delegate to Global Council must hold a leadership role (as determined by the Nominating Committee) in an OCLC Member organization in that region, and they must be able to actively participate in Regional and Global Council activities.

## ARTICLE VIII: Elections

Section 1. Global Council Elections. The Global Council as a whole will vote on the following items and positions:

- i. The next Chair and Vice Chair of Global Council,
- ii. To ratify or reject without modifications amendments to the Protocols and/or Article IV of the Code as proposed by the Board of Trustees,
- iii. To determine changes to these bylaws and
- iv. To elect individuals to the Board of Trustees.

Section 2. Global Council Election of OCLC Trustees. Duties, qualifications, and terms are outlined in the Code of Regulations and Membership and Governance Protocols.

- a. Six (6) Trustees will be elected by the Global Council. Candidates are selected by the Global Council Nominating Committee who is not limited to sitting Member Delegates in the nomination process, and may nominate the most qualified

individuals possible, provided that such individuals have permitted their names to be placed into nomination.

- i. Seated Global Council Delegates elected to the Board must resign from the Global Council by the time their term begins on the Board of Trustees.
- ii. The election of Global Council-elected Trustees will take place following the Annual Global Council Meeting. Candidates receiving the greatest number of votes will be elected.

Section 3. Regional Council Elections to Global Council. The number of Delegates are determined per section VI (“Delegate Allocation Formula”) of the Protocols.

Candidates for election as a Delegate to Global Council must hold a leadership role (as determined by their Regional Council Nominating Committee) in an OCLC Member organization in that region, and they must be able to actively participate in Regional and Global Council activities.

1. To ensure proper representation, each Regional Council will designate two or three core countries, defined as the annual revenue, number of holdings in WorldCat, and number of OCLC members in each country. Core countries are those that are ranked first, second or third in two of the three metrics. No more than 50% of the Member Delegate positions will be allocated to the core countries. OCLC Global Council staff will review the status of core countries each year using the latest three years of data.
2. In order to ensure geographical diversity and proper representation, each Regional Council Executive Committee may annually designate subregions within countries as separate to accommodate representation within countries/territories. They may also designate specific library types for representation on an annual basis.
  - i. **APRC:** APRC will designate two (2) core countries. APRC establishes the priorities of who will attend in-person OCLC Global Council meetings 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).
  - ii. **EMEA:** To ensure diversity and adequate representation, EMEA will designate three core countries. In addition, they will allocate.
    - a. One from a European country outside the core countries;
    - b. One from an African country outside the core countries;
    - c. One from a Middle Eastern country from outside the

- core countries;
  - d. One from a public library;
  - e. Any additional delegates will be chosen from any country/region with a distinction of geographic area and/or type of institution to ensure diversity of representation. However, to ensure proper representation, the EMEA Executive Committee may designate sub-regions within countries as separate to allow more than one delegate from a single country.
- iii. **ARC:** ARC will designate three core countries. Further distribution of libraries by type and region will be the province of the ARC Regional Council Nominating Committee.
3. Development of Candidate Pools for Regional Councils: The Nominating Committee for each Region will select and submit to OCLC Staff a slate of candidates it has evaluated for appointment or election to their Regional Council open position. Prior to the creation of the official ballot, OCLC Staff will verify that the institution each candidate indicates on their form is an OCLC member.
4. Voting: OCLC Staff will send ballots to OCLC Member Representatives in Regional Councils that need to elect delegates in accordance with the annual election timeline approved by the Global Council Executive Committee. Votes will be tallied and supplied to the Regional Council Chairs in advance of the annual Global Council year that begins 01 November. Voting for Global and Regional Council Officers will be conducted in accordance with the approved Regional and Global Council election timelines. The results of all election activities will be announced to the OCLC membership prior to the start of the Global Council term.

#### **ARTICLE IX: Finances**

Global and Regional Councils will receive an annual appropriation from OCLC to support the activities of Regional and Global Councils. With the approval of the Board of Trustees, Global and Regional Councils may seek grants to further their purposes.

The expenditure of funds budgeted or otherwise acquired will be through OCLC's accounts payable and will be audited with the full OCLC financial system.

Except as noted above, expenses incurred by Delegates, Alternates, customers, partners, distributors, and any other observers for attending Global and/or Regional Council meetings or events will be the responsibility of the individual attending.

#### **ARTICLE X: Indemnification of Global and Regional Councils' Executive Committees**

To meet legal requirements, or by request of OCLC, Inc., Member Delegates of the Global Council and Regional Councils' Executive Committees may be bonded. The purchase and

maintenance of insurance for purposes of indemnification will be at no cost to the persons covered.

#### **ARTICLE XI: Parliamentary Authority**

The rules in the current edition of The American Institute of Parliamentarians' *Standard Code of Parliamentary Procedure* will govern the Global Council and Regional Councils in all cases to which they are applicable, and in which they are not inconsistent with the Articles of Incorporation, the Code, the Protocols, or special rules of order that the Global Council may adopt.

#### **ARTICLE XII: Amendments**

Section 1. These Bylaws may be amended at any regular or special meeting called for that purpose at which a quorum is present, by an affirmative vote of at least two-thirds (2/3) of the Delegates voting, provided that:

- a. The proposed amendments will be initiated by the Global Council Executive Committee, or by petition of ten (10) Delegates, and received in writing by the Chair.
- b. The proposed amendments, specifying the date on which they would become effective, will be distributed to the Global Council Delegates to be voted upon.

#### **ARTICLE XIII: Availability of Bylaws**

These Bylaws will be published and available for inspection by all OCLC Members across the cooperative.

#### **ARTICLE XIV: Effective Date**

OCLC Global Council and Regional Council Bylaws, effective 03 May 2022.