

OCLC Global Council & 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 (3) 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 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 of OCLC.
- V. "Bylaws" refers to these Global Council & 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 who have been designated by that institution as their voting authority and/or primary contact.
- VIII. "Member Delegates" and "Delegates" refer to those persons elected to the Regional and Global Councils by the OCLC Members 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 delegate(s) to the Global Council in place of Regional Council Member Delegate(s).
- X. "Regional Councils" refers to the regional groups described in the Protocols and Article V of the Code.
- XI. "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 the Global and Regional Councils.
- XII. Regional geographic designations:
 - a. Americas Region: North America, Central America, South America, and the Caribbean;

- b. Asia Pacific Region: the territory west of Hawaii, USA ranging from China, Korea and Japan in the north to Australia and New Zealand in the south, and India and Pakistan to the west;
- c. EMEA Region: Europe, Middle East and Africa.

ARTICLE III **Purposes**

Regional Councils facilitate connections in three world regions: the Americas, Asia Pacific, and Europe, the Middle East and Africa (EMEA). Members from each region elect an Executive Committee, plus member delegates to OCLC Global Council. Global Council brings these worldwide viewpoints together, informing and guiding the cooperative with this unique perspective. 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;
 - 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 to 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 cooperative worldwide.

ARTICLE IV **Membership on the Global Council**

Section 1. Representation. OCLC Members will be those entities that meet the requirements as set by the Protocols. OCLC Members will be represented on the Global Council by elected 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 Member 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 his/her region.
- b. Voting in person or by proxy 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 himself/herself of the principal concerns of OCLC Members in his/her region, reflecting their views, and supporting activities that are in their best interests.
- 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. 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 defined responsibilities.

Section 3. Nomination and Election or Selection of Member Delegates. Criteria and procedures for the nomination and election or selection of Member Delegates to the Global Council are laid out in [Article VIII, Section 2](#) of these Bylaws. Procedures and details for regional elections can be found in The Elections Handbook.

Section 4. Terms of Office. Member Delegates will serve for a term of three (3) years. Each Member Delegate will hold office until his/her successor has been elected and commenced his/her 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 (3) years for purposes of providing continuity of representation on Global Council (e.g., staggering the terms of Delegates to ensure vacancies are spread out over time). Regional and Global Council Delegates may serve multiple terms, but no more than two consecutive full terms.

Section 5. Voting. Member Delegates may vote in-person, online or via proxy. Proxy authorization from a Member Delegate, permitting another Member Delegate to vote in his/her place, must be presented in writing by the absent Delegate to the Global Council Chair or Council Staff prior to its use. A proxy voter's authorization expires at the end of the meeting. 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 6. Alternate Delegates. Alternate Delegates are Regional Council representatives who serve in the place of Regional Council Delegates who are unable to complete their terms. When Alternate Delegates serve as replacements, they assume the rights and responsibilities of a Regional Member Delegate. Alternate delegates replacing Delegates with terms ending in less than one year will serve a minimum of twelve (12) 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. They will serve for a one-year period.
- b. **APRC.** Alternate Delegates are those members of the APRC Executive Committee who do not serve as Global Council Delegates, nominated by seniority as per Article VIII, Section 2.b. As members of the APRC Executive Council, they serve for a three-year period.
- c. **EMEARC.** The EMEA Nominating Committee will apply the diversity principles for the EMEA Region, described in the Appendix of these Bylaws, when selecting Alternate Delegates. Alternate Delegates may attend EMEARC Executive Committee meetings. They will serve for a three-year period.

Section 7. Resignation, Termination, and Replacement. 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 Executive Committee will 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. 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 (including those serving as Global or Regional Council Officers) or Regional Council Member Delegate 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 Council 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 the 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 his/her office.

Any Global Council Member Delegate who fails to attend two consecutive Global Council Meetings will forfeit his/her 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 9. Compensation. Member Delegates, and Alternates when appropriate, will be reimbursed for actual expenses incurred in the performance of their Global Council 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. Annual Global Council Meetings. The Global Council will meet in person at least once each year, referred to as the “Annual Global Council Meeting.” The Global Council will elect the next Chair and Vice Chair of Global Council, ratify or reject amendments to the Protocols and/or Article IV of the Code as proposed by the Board of Trustees, determine changes to these bylaws 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 2. Place. Meetings of the Global Council will be held at any place as may be designated by the Global Council Executive Committee in consultation with OCLC Staff.

Section 3. Regional Council Meetings. Per the Protocols, the Chair of each Regional Council will call at least one in-person meeting of the Regional Council within any 12-month period. The Regional Council Annual Meeting agenda will include discussions or presentations on a wide range of topics and regional and global issues of particular interest to that Regional Council. These meetings will facilitate: communication among Members, Global Council Delegates, representatives from the Board of Trustees and OCLC; discussion of OCLC’s strategic directions; presentation of the official report of election results of Regional Council Officers and Global Council Delegates; 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. Such meetings may be held in person or electronically. 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 the Regional Council Delegates.

Section 5. Notice. Council Staff will provide Member Delegates and Alternate Delegates at least thirty (30) days advance notice of any meeting of Global Council or Regional 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 and Regional Council meetings will be open to all interested parties from libraries, archives, museums, and OCLC distributors. However, voting rights are extended to only those Delegates who are eligible to vote based on voting criteria outlined in these Bylaws and the Protocols.

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 will be 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 (6) 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 his/her 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 at the Annual Global Council Meeting. 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 in accordance with any vote of the Global Council;
 - iv. appoint, with approval of the Global Council Executive Committee, the chair and members of all committees, except as limited by these Bylaws;
 - v. report proceedings of the Global Council to OCLC's President and Chief Executive Officer and the Board of Trustees;
 - vi. be an ex-officio member of all committees except the Nominating Committee;
 - vii. perform such duties as the Global Council directs.
- c. **Term of Office.** Upon election, the Global Council Chair will assume his/her duties commencing on 1 July following the meeting at which s/he is elected, through 30 June of the following year, and will serve a term of one (1) 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 his/her Regional Council.

- a. **Nomination and Election.** The incoming Vice Chairs of the three (3) 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 who will vote at the Annual Global Council Meeting. The candidate receiving the greatest number of votes will be elected.
- 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, Participate with the Chair in quarterly meetings with the OCLC President and CEO and Chair of the OCLC Board of Trustees.
- c. **Term of Office.** Upon election, the Global Council Vice Chair will assume his/her duties commencing on 1 July following the meeting at which s/he is elected, through 30 June of the following year, and will serve a term of one (1) year. This is not a Chair Elect position.
- d. **Temporary Absence or Permanent Vacancy.** In all cases in which the Global Council Chair is absent or unable to serve, the Global Council Executive Committee will select by majority vote a replacement from amongst the remaining Executive Committee members (with the exception of the Chair) for the necessary period of time.

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 APCR also have

a Secretary. ARC additionally has officer positions for an ARC Immediate Past Chair and four (4) ARC Members-at-Large.

- a. **Elections and Appointments of Officers of the Regional Councils.** The seated delegates from each Regional Council will appoint/elect their Vice Chair/Chair-Elect positions. The ARC Nominating Committee manages the process for selecting candidates for ARC Vice Chair/Chair-Elect, Secretary, and Members-at-Large. These positions are elected at the ARC Caucus meeting held at the annual Global Council Meeting. APRC and EMEA appoint their Vice Chair/Chair-Elects and announce their selections at the annual Global Council meeting. The APRC Secretary is appointed by the APRC Executive Committee.

Per [Article VI, Section 3\(a\)](#), 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 July 1st following their election or appointment.

- b. **Regional Council Chair.** The Chair of each region will serve a one-year term as Chair. 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 and serve on the Global Council Executive Committee;
 - iii. provide direction to designated OCLC Staff to perform duties assigned by the Regional Council and to develop planning documents;
 - iv. execute, with designated OCLC Staff, all documents in accordance with the vote of the region;
 - v. appoint, with approval of the Executive Committee, the Chair and members of all Regional Council committees, except as limited by these Bylaws;
 - vi. report proceedings of the Regional Council to OCLC and the Global Council;
 - vii. work with designated OCLC Staff to develop budget requests and to manage regional activities within the annual budget.
- 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. perform such duties as the Regional Council Executive Committee or its Chair directs.

- d. **Regional Council Secretary.** The Secretary of ARC will serve a three (3) year term; the Secretary of APRC will serve a term of a minimum of one (1) year. The Secretary will:
- i. serve as the chief recording officer of the region;
 - ii. serve as a Regional Council Member Delegate to the Global Council;
 - iii. 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 he/she was elected.
 - ii. **Vice Chair/Chair-Elect.** In the event that the office of Vice Chair/Chair-Elect becomes vacant, the Regional Council Executive Committee may choose to appoint a replacement to serve the remainder of the unexpired Vice Chair term. In the following election cycle a new Vice Chair will be elected.
 - iii. **Secretary.** The vacancy will be filled by the Regional Council Executive Committee.
- f. **Americas Regional Council Executive Committee.**
- i. Additional officers of the ARC Executive Committee are the Immediate Past Chair, and four (4) 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.
 - iv. The ARC Members-at-Large will:
 1. Serve on the ARC Executive Committee.
 2. Serve as an ARC Member Delegate to the Global Council.
 3. Serve as chair or liaison to ARC committees or task forces, as assigned by the ARC Chair.
 4. Represent, reflect, and bring forth the interests and concerns of ARC members in the planning of ARC meetings and events.
 5. In the event an office of ARC 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. 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.

ARTICLE VII **Committees**

Section 1. **Global Council.** There will be three (3) 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 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 Global Council Chair determines may be needed on such committees.

a. Global Council Executive Committee.

i. The Executive Committee will:

1. Act for the Global Council in the interim between meetings of the Global Council.
2. Fix the hour, place, and agenda of Global Council meetings.
3. Transact such business as 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. Report all action taken between meetings of the full Global Council at the Global Council's next meeting.
7. Ensure that these Bylaws are reviewed annually, reflect the needs of the regions and Global Council as a whole, and support current modes of conducting Global and Regional Council business.

ii. Global Council Executive Committee meetings will generally be held on a monthly basis, but at least six times a year. 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.

b. Global Council Nominating Committee.

i. The Global Council Nominating Committee will consist of the three (3) Vice Chairs/Chairs-Elect of each region and one (1) 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 Executive Committee will appoint one (1) Committee Member to serve as Chair of the Committee.

- ii. Duties. The Nominating Committee will submit to the Global Council a slate of candidates, with a minimum of two (2) names for each vacancy, for members of the Board of Trustees.
- iii. Meetings. The Committee will meet virtually or in-person as appropriate, to conduct its business effectively.
 - a. Procedures. The Committee's procedures will 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 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.
 - b. Anonymous nominations are not permitted.
 - c. Terms of Office. Nominating Committee members' terms are for one (1) year/election cycle.
- c. Global Council Program Committee.** 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 focus.
 - i. The Committee will be composed of no more than three (3) or fewer than one (1) 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 Executive Committee will appoint one (1) 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. Working in close collaboration with the Executive Committee, to plan Global Council meeting agendas as they relate to theme and topical discussions and activities (including the annual in-person meeting, virtual meetings throughout the year, posts to discussion boards, etc.).
 3. Creating an annual action plan for theme discussions, outreach, regional meeting discussions, etc.
 4. Working with OCLC to coordinate dissemination of supporting materials, discussion guides, surveys.
 5. 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.
 6. Transacting such business as the Global Council may refer to it.
 7. Considering activities that may interest the Global Council and recommend appropriate action.

8. Conducting outreach to Delegates, as directed by the Global Council Executive Committee, to help inform thematic planning (e.g., through surveys, webinars, other discussion forums), or to develop the action plans resulting from discussions.

Section 2. Regional Councils. Each Regional Council will have two (2) 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. The Chairs of each standing committee will work with the Regional Council Chair and Executive Committee to provide opportunities for diverse voices by ensuring that as many different Regional Council delegates as possible are called to serve on standing committees. 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 (4) ARC Members-at-Large will constitute the Executive Committee.
2. APRC Executive Committee. The APRC Executive Committee will be elected by the members of the Asia Pacific Regional Council.
3. EMEARC Executive Committee. All EMEA Delegates elected to represent the EMEA Region at Global Council will 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.

ii. Duties. Each region establishes its duties as follows:

1. Making decisions for the Regional Council between annual in-person 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. Conduct 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 a monthly basis, but at least six times a year. Additional meetings will be held at the call of the Chair or upon the written request of two members of the Executive Committee.

- b. **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 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.
- b. The election of Global Council-elected Trustees will take place at the Annual Global Council Meeting. Candidates receiving the greatest number of votes will be elected.

Section 2. Regional Council Elections to Global Council. The number of Delegates are determined per section VI ("Delegate Allocation Formula") of the Protocols.

- a. 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.
 - i. **APRC:** APRC establishes the priorities of who will attend 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 identifies "Core Countries" that are defined by the following metrics: annual revenue (measured in Euro), number of holdings in WorldCat, and number of OCLC Members. Core countries are those that are

ranked first, second or third in two of the three metrics. The EMEARC Executive Committee will review the status of core countries every three (3) years using the latest three years of data. Not more than 50% of the Member Delegate positions allocated to EMEA shall be to the core countries.

b. **Development of Candidate Pools for Regional Councils:**

- i. Nominee Slates. At least eight (8) weeks prior to the Annual Global Council Meeting, The Nominating Committee for each Region will select and submit to OCLC Staff a slate with the goal of a minimum of two (2) nominees for each position on the Regional Council Executive Committee and for each vacancy in the Regional Council delegation.
- ii. Verification of Candidate Eligibility. Prior to the creation of the official ballot, OCLC Staff will verify that the institution each candidate indicates on his/her form is an OCLC member.

1. EMEA candidates for Member Delegate positions will be elected as follows:

- a. One (1) from each core country;
- b. One (1) from a European country outside the core countries;
- c. One (1) from an African country outside the core countries;
- d. One (1) from a Middle Eastern country from outside the core countries;
- e. One (1) from a public library;
- f. 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.

2. In order to ensure geographical diversity in the APRC, candidate eligibility will include ensuring no more than one OCLC Member will be elected from the same country or designated region in Asia Pacific. For the purposes of the OCLC Asia Pacific Regional Council, Hong Kong, Macau, and Taiwan are each considered a separate designated region.

- c. **Voting:** OCLC Staff, in consultation with the Regional Council Executive Committees, will send ballots to OCLC Member Representatives in each Regional Council, with a return date at least two (2) weeks prior to the Annual Global Council Meeting. Votes will be tallied and supplied to the Regional Council Chairs in advance of the annual Global Council Meeting. Regional Council Executive Committees and OCLC Staff will work together to report the results of the election and maintain a record of those not elected (and the votes they received) for use by their associated Executive Committees in filling unexpected vacancies, should any arise, and/or identifying Alternate

Delegates to Global Council, ensuring that there is appropriate representation from throughout the appropriate Regional Council. Voting for Officers and Delegates normally will be conducted preceding, and then officially announced at, the Annual Global Council Meeting.

ARTICLE IX **Finances**

Each Regional Council will receive an annual appropriation from OCLC for running its activities. The appropriation will be expended to support Regional Council meetings, Executive Committee meetings, and other activities supporting Regional Council programs. 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 Online Computer Library Center, 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 26 March 2019.