This meeting of the Board of Trustees of OCLC Online Computer Library Center, Inc., pursuant to the notice of the Secretary dated October 30, 2008, and in accordance with Article VII, Section I, of the Code of Regulations of OCLC Online Computer Library Center, Inc., convened at 8:30 a.m., local time, on November 10, 2008 at the OCLC Conference Center, 6600 Kilgour Place, Dublin, OH 43017. Mr. Alford presided as Chair and Mr. Houfek kept the minutes of the meeting, except during the executive session.

Trustees present:

Larry Alford  
Edward W. Barry  
William J. Crowe  
Maggie Farrell  
Ralph K. Frasier  
Kathleen Imhoff  
Jay Jordan  
David P. Lauer  
Bruce Newell  
Elisabeth Niggemann  
David Roselle  
Jane N. Ryland  
Robert Seal  
Jerry Stephens  
Betsy Wilson

Trustees Absent:

None

Also, present for all or portions of the meeting:

Rick J. Schwieterman, Executive Vice President, Chief Financial Officer  
Karen Calhoun, Vice President, WorldCat and Metadata Services  
Bruce Crocco, Vice President, Library Services for the Americas  
Cathy De Rosa, Vice President, Marketing and Library Services  
Lorcan Dempsey, Vice President, Programs and Research and Chief Strategist  
James T. Houfek, Vice President, General Counsel and Secretary  
James Michalko, Vice President, RLG Programs Development  
Robin Murray, Vice President, Global Product Management  
George Needham, Vice President, Member Services  
William Nilges, Vice President, Business Development  
Tammi N. Spayde, Vice President, Human Resources  
Michael Teets, Vice President, Global Product Architecture  
Rein van Chardorp, Managing Director, OCLC BV  
Andrew Wang, Vice President, OCLC Asia Pacific  
Greg Zick, Vice President, Digital Collection Services  
Tony Ferguson, Trustee-elect  
Sandra Yee, Trustee-elect  
Loretta Parham, Members Council President  
Jan Ison, Members Council Vice President & President-elect  
Jerome Offord, Jr., Manager, Corporate Inclusion
Mr. Alford called the meeting to order, and thanked Mr. Crocco and the rest of the Strategic Leadership Team for their participation in the strategic retreat held on November 9, 2008. The Chair then reminded the Board to turn in their Conflict of Interest and 990 forms to Mr. Houfek or Ms. Ryan. Finally, Mr. Alford thanked Mr. Lauer for his service as Vice-Chair.

Mr. Alford then inquired as to any changes to the proposed agenda. There being none, he requested a motion to approve the minutes of the meetings of the Board of Trustees held on September 22, 2008. Upon motion duly made and seconded, the Board of Trustees unanimously approved the minutes of said meeting.

Mr. Alford then indicated that he had nothing to add to his Chair’s report which could be found at Tab 2 of the Board materials, and that there was no Executive Committee report in view of the fact that it had not convened since the last Board meeting.

The Chair then called for the President’s report. Mr. Jordan asked that the Board look to his written report for details, a copy of which could be found at Tab 3 of the Board materials, and then called their attention to the following specific items: (i) he wished to thank Mr. Roselle for his hospitality during a recent visit to the University of Delaware, (ii) he discussed the recent Google settlement with publishers for copyright issues, and the possible ramifications of the settlement for OCLC, (iii) he mentioned that John Wilkins of the University of Michigan would be visiting this week to explore possible alliances, and (iv) he mentioned the corporation’s keen awareness of the current economic situation and its effects on libraries, and the desire to make every effort to continue to reduce the costs of OCLC products and services wherever possible. That concluded Mr. Jordan’s report.

Mr. Roselle then moved the following resolution, which was seconded and unanimously approved:

RESOLVED, that the staff prepare an appropriate tribute resolution for Mr. Jordan to present to Mr. Wim van Drimmelen on the occasion of his retirement, to be presented to him by Mr. Jordan during his visit to the Netherlands next week.

(Note: the final text of this resolution as presented is attached to these minutes as Exhibit 1)

Mr. Alford then welcomed Ms. Parham and Ms. Ison and thanked them for their participation in the weekend retreat and the Board meeting.
Ms. Parham then reported that she was very pleased to be afforded the opportunity to be involved in the planning sessions on behalf of the Members Council, and then presented an update on recent Members Council activities, including the election of Kathleen Imhoff to fulfill the remaining Trustee term of Vicky Johnson. Additional discussion followed regarding: (i) the draft of the proposed By-Laws for the Global Council, (ii) the revised record use policy, (iii) the correct number of Member Delegates to the Global Council, (iv) the creation of the Global Council Executive Committee, (v) the implementation of the Regional Councils of the Global Council, (vi) the upcoming virtual meeting and orientation of the new Delegates, (vii) concerns regarding the consistency of diversity and financial support of the regional Councils by OCLC, as well as the economic impact of the current economy and the appropriate messaging regarding the OCLC/network relationships going forward. That concluded Ms. Parham’s report.

The Chair again thanked the Members Council for all of their efforts put forth towards recent governance transition issues.

Mr. Alford, Mr. Crocco and Ms. Wilson then reported on the results and observations relative to the strategic retreat held on November 9, 2008, and discussion regarding same followed.

Ms. Calhoun then reported on the current status of the records use policy revisions, and discussion regarding same followed.

The Chair then called for a break at 10:08 a.m., and following the break, the meeting reconvened at 10:20 a.m.

Mr. Offord then updated the Board on his current initiatives regarding the Corporation’s inclusion efforts.

The Chair then asked for the Governance Transition Committee report. Ms. Farrell reported that the Committee met with all members present. The Committee: (i) discussed issues regarding the Regional Council implementation and the establishment of a committee to manage same, (ii) discussed how to best transition the current Executive Committee of Members Council to the Global Council, (iii) discussed the latest draft of the proposed Global Council By-Laws, and (iv) reviewed and recommended the following resolution for adoption:
WHEREAS, by resolution dated February 10, 2008, the OCLC Board of Trustees established an ad hoc “Governance Transition Committee” (hereinafter the “GTC”), consisting of Ms. Maggie Farrell (Chair), Ms. Betsy Wilson, Mr. David Roselle and Mr. Jerry Stephens, and charged such Committee in part as follows:

1. To review the concerns of Members Council and such further input as might be furnished by the full Board, and to also take into appropriate consideration the average overall experience and length of service/tenure issues resulting from any such changes to the governance documents and/or corporate governance structure in order to develop a transition plan to any new corporate structure;

2. Work with staff as appropriate (e.g. the corporate General Counsel and Members Council liaison) and with the Members Council President and Executive Committee to take all steps necessary to effect such transition, including necessary modifications to the OCLC’s governance documents as appropriate…”, and

WHEREAS, on August 4, 2008, the GTC met with the Members Council President and Executive Committee in order to review their suggestions and recommendations for effecting the aforementioned transition to the Global/Regional Council concept via the creation of a new set of Global Council Bylaws to be effective on July 1, 2009, and

WHEREAS, during the month of September, 2008, the Membership Committee of the Board formulated a concept paper surrounding the issue of a new Membership and Governance Protocols document to be effective with the creation of the Global Council on July 1, 2009, and

WHEREAS, the comments and input of Members Council regarding these two documents was sought and returned to the Board following the October, 2008 Members Council meeting,

NOW THEREFORE, upon the recommendation of the GTC and with the concurrence of the Members Council Executive Committee,

BE IT RESOLVED that the attached OCLC Global Council Bylaws be established for the governance of the Global Council to be effective July 1, 2009, subject to an affirmative vote of two-thirds of the Delegates to Members Council, at their February 2009 meeting.

(Note: a copy of the Proposed ByLaws is attached as Exhibit 2)

Following further discussion, the above resolution was unanimously approved by the Trustees.

Ms. Farrell then indicated that the Committee also will meet in February with the Members Council Executive Committee to address the delegate count and transition at that time. That concluded Ms. Farrell’s report.

Mr. Alford then called for the report of the Membership Committee. Mr. Newell reported that the Committee met, and had: (i) reviewed the membership protocols with Members Council representatives, (ii) reviewed the issue of the correct number of Delegates for Global Council, the current thought being 48 Delegates with 25% allocated to the first 3 regional Councils, and
the remaining 75% to be allocated via revenue measurements, and (iii) decided that a final draft
of the protocols would be in the hands of Members Council prior to their February meeting. That
concluded Mr. Newell’s report, after which Mr. Alford thanked Mr. Newell for stepping in as chair
of the committee and his service to the Committee. He also thanked Mr. Stephens and Mr. Seal
for their service on the committee.

The Chair then called for the report of the Audit Committee. Mr. Seal indicated that the
Committee did not meet, but that he wished to express his thanks for the opportunity to serve as
Chair of the Committee, and that he wished to thank Mr. Schwieeterman and his staff for their
continuing contributions to the Committee’s efforts. Mr. Alford then thanked Mr. Seal for his
leadership of the Audit Committee for the past two years.

The Chair then called for the report of the Personnel and Compensation
Committee, and thanked Ms. Ryland for stepping into the Committee Chair’s duties on behalf of
Ms. Johnson. Ms. Ryland reported that the Committee met with all members present and: (i)
commended Ms. Spayde and her staff for their support and assistance over the past year, (ii)
reviewed and approved a resolution which would be further discussed in executive session , (iii)
reviewed and approved a resolution altering the language of compensation plans to comply with
recent legal requirements and which would be further discussed in executive session, and (iv)
reviewed revenue and contribution targets for the Management Incentive Program. That
concluded Ms. Ryland’s report.

The Chair thanked Mr. Barry for his four years of service to the Finance Committee, and
then called for the report of that Committee. Mr. Barry reported that the Committee met with all
but one member present and had: (i) welcomed Mr. Seal and Ms. De Rosa to the meeting as
guests, (ii) discussed the challenges facing the corporation and its members due to the current
financial crisis, (iii) received an update on OCLC’s current investment funds from its outside
investment advisor, (iv) discussed upcoming changes to the pricing construct for members, (v)
reviewed the current “red dot” priorities and again emphasized the need to speed up the
implementation of those priorities with the appointment of a team recently created by Mr. Jordan
to address this issue, (vi) reviewed and approved the expenditures made to date from the
strategy fund, and (vii) reviewed a new end-user cost sharing model with Ms. De Rosa. This concluded Mr. Barry’s report.

The Chair thanked Ms. Wilson for her service to the Nominating and Board Development Committee, and then called for the report of that Committee. Ms. Wilson reported that although the Committee had not met, she wished to advise the Board that: (i) the Committee would be looking to refresh the pool of candidates for future Trustee appointments and any suggestions would be welcome, (ii) she would like to express her thanks to Mr. Seal for his work on new Trustee orientation, which was now being handed off to Mr. Newell for the coming year, (iii) the Committee had reviewed a proposed resolution at its September meeting which would be presented for approval during the executive session, and (iv) as Chair, she wished to especially thank Mr. Crowe and Mr. Stephens for all of their contributions to the Committee over the years. That concluded Ms. Wilson’s report.

Mr. Alford then called for a break at 11:40 a.m., after which the Board reconvened in executive session at 11:45 a.m. Mr. Roselle was not present for this portion of the meeting, and Trustees-elect Mr. Ferguson and Ms. Yee were asked to remain as guests by Mr. Alford. The following three resolutions were presented by Ms. Ryland for full Board approval, and after some discussion each resolution was separately and unanimously approved by the Trustees present, with Mr. Jordan abstaining on the first two resolutions:

Whereas, the Board of Trustees previously approved the LTIP threshold, target and maximum performance measures for FY11 on September 22, 2008;

WHEREAS, beginning in FY09 OCLC is using a third-party statistical service called Omniture to gather and report web usage statistics; and

WHEREAS, this change will impact the target levels for Discovery and Delivery metrics which are part of the Increase Access and Use category of OCLC’s enterprise metrics.

NOW THEREFORE BE IT RESOLVED, that the Personnel and Compensation Committee of the Board of Trustees accepts the revised FY2009-2011 Discovery and Delivery threshold, target and maximum levels for the long-term incentive plan (“LTIP”), and after appropriate discussion and review by the full Board in executive session, the same are hereby approved.

Whereas, the Board of Trustees previously approved the LTIP threshold, target and maximum performance measures for FY10 on September 22, 2008;

WHEREAS, the Board of Trustees has encouraged management to place significant investment in strategic objectives for FY09 which have an impact on the Lasting Endurance targets for FY10.
NOW THEREFORE BE IT RESOLVED, that the Personnel and Compensation Committee of the Board of Trustees approves the revised threshold, target and maximum levels and revised Financial Health Threshold for the Long-Term Incentive Plan (“LTIP”), FY10 and after appropriate discussion and review by the full Board in executive session, the same are hereby approved.

PLAN AMENDMENTS

WHEREAS, Section 409A added to the Internal Revenue Code in 2004 provides new rules preventing perceived abuses in deferrals of compensation. The new rules apply to almost all arrangements for deferrals of compensation other than those pursuant to qualified plans. Plans and other arrangements have been permitted to operate in good faith, reasonable interpretation of section 409A and interim guidance provided by the Service in Notice 2005-1 until January 1, 2009 when Final Treasury Regulations under section 409A become effective.

WHEREAS, Bricker & Eckler LLP as legal counsel has advised that certain changes should be made to the OCLC Section 457(f) Plan with the intent of complying with Final Treasury Regulations under section 409A beginning January 1, 2009 and with interim guidance of Notice 2005-1 before that date and, further, advised that certain changes unrelated to 409A compliance be made to the OCLC Section 457(b) Plan. The following is a summary of the changes:

1. Changes to the Section 457(f) Plan for 409A compliance: Definitions of disability, change in control event, unforeseeable emergency; limitations on elections of participant and employer deferrals and changes in those elections; limitations on elections of time and form of payment and changes in those elections; and limitations on the events triggering payment;

2. Changes to both Plans to increase the protection for the Board of Trustees from fiduciary liability; and

3. Conforming changes to both Plans to the background, participation agreement, election form and other provisions.

WHEREAS, Bricker & Eckler does not believe that the advised changes will result in material increase in expenses or legal obligations of the Corporation, or in the benefits or legal rights of the participants, under the Plan.

NOW THEREFORE, BE IT RESOLVED, that the changes to the Plans in the form of the Plan Documents prepared by legal counsel together with such changes as may be approved by the appropriate officers on behalf of the Corporation are hereby authorized and adopted.

FURTHER RESOLVED, that the appropriate officers of the Corporation are hereby authorized in consultation with such legal counsel to approve such changes in, and otherwise to finalize amendment, including any restatement, of the Plan Documents as they deem appropriate, and the Chief Financial Officer or any other appropriate officer of the Corporation is each hereby authorized to execute and deliver in the name and on behalf of the Corporation each of the Plan Documents as so amended and finalized.
The Board was then updated by Mr. Jordan on a pending legal matter, following which Mr. Crowe and Mr. Stephens offered comments on their years of service to the corporation as Trustees.

There being no further business to come before the meeting, a motion to adjourn was moved, seconded and unanimously approved by all of the Trustees present, and the meeting was adjourned at 12:15 p.m.

/S/  
Larry Alford, Chair

/S/  
James T. Houfek, Secretary
EXHIBIT 1

OCLC Online Computer Library Center, Inc.
November 10, 2008

RESOLUTION

WHEREAS, Wim van Drimmelen has served the global library community loyally, diligently and effectively for many years, and

WHEREAS, Wim was elected three times by his colleagues in European libraries to serve as a delegate to the OCLC Members Council, which consists of 66 delegates elected by OCLC member institutions from around the world who meet three times a year to discuss and make recommendations on issues critical to the library community and critical to controlling future library costs, and

WHEREAS, Wim was invited to address the Members Council in February 2004 on the topic of the e-Depot digital archiving environment that was developed at the Koninklijke Bibliotheek under Wim’s leadership, and

WHEREAS, the Royal Library’s history of cooperation with OCLC began 1978, when it signed OCLC’s first international agreement, and has continued under Wim’s leadership, on such collaborative projects as Strata Preservation, which our two organizations operated from 2002 to 2007, and the loading of more than 9 million records from the Dutch Union Catalogue into WorldCat, thereby making them visible and accessible to people around the world, and

WHEREAS, Wim has provided strong professional and moral support for the evolution of the alliance between Dutch libraries and OCLC, from the establishment of Pica B.V. by OCLC and the Pica Foundation in 1999 to the merger of OCLC PICA with OCLC in 2007, and

WHEREAS, Wim van Drimmelen has been an extraordinary ambassador for Dutch libraries to the global library community embodying the commitment to research, scholarship and education that makes the alliance between the Royal Library and the OCLC cooperative so effective and so very special, and

WHEREAS, this Board of Trustees is deeply grateful to Wim van Drimmelen for his years of service to the global library community,

NOW, THEREFORE BE IT

RESOLVED, that this Board of Trustees expresses its deep gratitude and appreciation to Wim van Drimmelen for his outstanding contributions to this, the world’s largest library cooperative and for his steadfast devotion to OCLC’s public purposes of furthering access to the world’s information and reducing the rate of rise of the cost of that information, and orders that this resolution be spread across the minutes of this meeting and that the membership be informed of OCLC’s gratitude to Wim van Drimmelen for his many years of distinguished service to the global library community.
EXHIBIT 2

OCLC Global Council Bylaws

ARTICLE I

NAME AND HEADQUARTERS

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

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

ARTICLE II

DEFINITIONS

The following terms used in these Bylaws are defined accordingly: “OCLC”, wherever used, refers to the OCLC Online Computer Library Center, Inc.; Citations of the “Code” refer to the Code of Regulations of OCLC. Citations of the “Articles” refer to the Articles of Incorporation of OCLC; “OCLC Member(s)” refers to the institution(s) whose rights and responsibilities are defined in Membership and Governance Protocols as developed and distributed by the Membership Committee from time to time, as approved by the Global Council and the Board of Trustees; “Member Delegates” refers to those persons elected to the Global Council by the OCLC Members as determined by Article IV, Section C of the Code; “Regional Councils” refers to the regional groups described in Article V of the Code; “President” refers to the President of the Global Council (as opposed to the President and CEO of OCLC); “Program Director” refers to the Program Director, Global Council, the staff position assigned to work with the Global Council and its committees.

ARTICLE III

PURPOSES

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

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

ARTICLE IV

MEMBERSHIP ON THE GLOBAL COUNCIL

Section 1. Representation. OCLC Members shall be those entities that meet the requirements as set by the Membership and Governance Protocols, which are proposed by the Membership Committee and approved by the Global Council and the Board of Trustees. OCLC Members shall be represented on the Global Council by Member Delegates. The Member Delegates shall be members of the governing boards, or professional employees, including librarians, of the OCLC Members.

Section 2. Powers and Duties. Member Delegates shall have the following powers and duties:
A. All Member Delegates are authorized to act on behalf of the Regional Council and OCLC Members in their Region in matters within the scope of Global Council interest and responsibilities as defined herein (Code, Article IV, Section E (1)).
B. Informing himself/herself of the principal concerns of the Members comprising his/her constituency, representing their views, and supporting activities that are in their best interests.
C. Communicating an understanding of the impact and effects of Global Council actions to his/her constituents.

D. Voting in person or by proxy on each matter properly submitted to Global Council for vote, consent, waiver, release, or other action (Code, Article IV, Section C (4)).

E. Nominating, voting for, and electing, in person or by proxy, the six Trustees to the OCLC Board of Trustees per the defined cycle.

F. Approving or rejecting without modification amendments to the Articles of Incorporation and the Code of Regulations as presented by the Board of Trustees (Articles Paragraph 7, and the Code, Article XI.).

G. Serving on committees, following appointment criteria and defined responsibilities.

H. Voting to remove from Global Council office any Member Delegate for conduct detrimental to the Global Council after notice.

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

Section 4. Term. Member Delegates shall serve for a term of three (3) years. Each Member Delegate shall hold office until his/her successor has been elected and commenced his/her term. From time to time, with the approval of the Executive Committee, a Regional Council may limit a Member Delegate’s term to less than three (3) years for purposes of providing continuity of representation on Global Council.

Section 5. Proxies. Proxy voting shall be permitted. Proxy authorization from a Member Delegate, permitting another Member Delegate to vote in his/her place, must be presented in writing to the President or the Program Director prior to its use. A proxy voter’s authorization expires at the end of the meeting.

Section 6. Alternate Delegates. Alternate Delegates are individuals selected by Regional Councils to serve in the place of a Member Delegate who is unable to attend a Global Council Meeting. An Alternate Delegate shall have all the rights and responsibilities of a Member Delegate while serving in the Member
Delegate’s place, except as limited below. Participation in meetings and voting by Alternate Delegates shall be permitted, subject to the following rules (Code, Article IV, Section E (1)):

A. A proxy is not necessary for an Alternate attending the meeting in place of a Member Delegate.

B. Alternate Delegates may be elected, subject to Section 3, by a Regional Council, to participate in Global Council meetings in the absence of the Member Delegate. Alternates assume Delegate responsibilities covered in Section 3 above, with the limitation that the Alternate Delegate cannot be a candidate for Council Office or the Board of Trustees.

C. Notices of meetings, agendas, minutes, and official documents will be distributed to Alternate Delegates.

Section 7. Resignation, Termination, and Replacement. A duly elected Alternate Delegate shall be assigned to a Member Delegate vacancy. If there is no duly elected Alternate Delegate, the Regional Council shall select an individual to fill the unexpired term of a resigned or terminated Member Delegate in accordance with the nomination and election requirements of that Regional Council.

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

**ARTICLE V**

**MEETINGS**

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

Section 2. Annual Global Council Meeting. The Global Council shall meet in person at least once each year herein after referred to as the “Annual Global Council Meeting.” The Global Council shall elect its officers, ratify, or reject amendments as proposed by the Board of Trustees, to the Code of Regulations and Articles of Incorporation of OCLC, and elect individuals to the Board of Trustees in accordance with the defined election cycle.

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

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

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

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

ARTICLE VI

OFFICERS

Section 1. Officers. The Officers of the Global Council shall be a President and Vice-President/President-Elect.

Section 2. Duties.

A. President. The President shall:

(1) Preside at all meetings of the Global Council and of the Executive Committee;

(2) Direct the Program Director in performing duties assigned by the Global Council and developing planning documents;

(3) Execute with the Program Director all documents in accordance with vote of the Global Council;

(4) Appoint, with approval of the Executive Committee, the chair and members of all committees except as limited by the Bylaws;

(5) Report proceedings of the Global Council to OCLC’s President and Chief Executive Officer and the Board of Trustees;
(6) Be an ex-officio member of all committees except the Nominating Committee;

(7) Perform such duties as the Global Council directs.

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

(1) Perform the duties of the President in all cases in which the President is absent or unable to serve;

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

**Section 3. Term of Office.** Officers shall assume their duties following the meeting at which they are elected and shall serve a term of one (1) year as President and one (1) year as Vice-President/President-Elect or until their successors have been elected. No Officer shall be eligible for more than one (1) office at any one time. No Member Delegate may hold more than one elected leadership position at any one time.

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

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

President. The Vice-President/President-Elect shall become President.

Vice-President/President-Elect. The vacancy shall be filled by the candidate receiving the greatest number of votes of Member Delegates voting at the next regular Global Council meeting.

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

**ARTICLE VII**

**COMMITTEES**

**Section 1.** There will be two standing committees of the Global Council, the Executive Committee and the Nominating Committee. Ad Hoc or additional standing committees shall be established as needed for the purposes of the Global Council and members appointed by the President with the
approval of the Executive Committee. Committee members may include Member Delegates or other individuals who may have qualifications that the President determines may be needed on such committees.

Section 2. The Executive Committee. The President and the Vice President of the Global Council and two Member Delegates from each Regional Council shall constitute the Executive Committee. Each Regional Council shall elect or select two members of their delegation as members of the Executive Committee, at least one of whom would normally be a member of the Regional Council’s governance body. In the event of a change in the Regional Councils, the number of members on the Executive Committee and their allocation would be revisited. The President shall be the presiding officer.

Duties. The Executive Committee shall:

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

Limitations. The Executive Committee shall not:

A. Fill vacancies in the Member Delegate body (see Article IV, Section 3);
B. Repeal actions of the Global Council or engage in activities which conflict with previously enacted Global Council policies and procedures.
Meetings. Committee meetings shall be held at the call of the President, or upon the written request of two members of the Committee. A majority of the members of the Committee shall constitute a quorum.

Initial Executive Committee. Members Council will populate the initial Executive Committee of the Global Council under procedures to be approved by the Members Council.

Section 3. Nominating Committee. The Nominating Committee shall consist of two member delegates from each Regional Council selected by the Regional Council Chair and an additional member selected by the Global Council President with the advice of the Executive Committee to serve as chair.

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

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

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

ARTICLE VIII

GLOBAL COUNCIL ELECTION OF OCLC TRUSTEES

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

Section 2. Duties. The responsibilities of Global Council-elected members of the Board of Trustees are the same as those of other members of the Board. Board members elected by the Global Council have no formal accountability to the Council. Global Council-elected Trustees must resign from the Global Council by the time their term begins on the Board of Trustees.
Section 3. **Term.** The term of office for Council-elected Trustees is four years, as outlined in the Code, (Article VII, Section C). In the initial implementation of these Bylaws, it may be necessary for the Board of Trustees to adjust term lengths as permitted under Article IV, Section D of the Code.

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

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

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

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

**ARTICLE IX**

**FINANCES**

The financial support for the operation of the Global Council shall be provided by OCLC (Code, Article IV, Section E (4)). The Global Council shall submit an annual budget request to be incorporated into the budget of OCLC. This request shall be developed by the Executive Committee, and approved by the Global Council. The Council may seek grants in furtherance of its purposes with the approval of the
Board of Trustees. The expenditure of funds budgeted or otherwise acquired shall be through OCLC's accounts payable, and shall be audited with the full OCLC financial system.

**ARTICLE X**

**STAFF**

Section 1. The Global Council staff is employed by OCLC, and shall consist of a Program Director, and such additional staff members as the Program Director, the Executive Committee, and the designated OCLC Vice President shall deem necessary to carry out the work of the Global Council. The Program Director shall report to the designated OCLC Vice President and shall be selected with involvement from the Executive Committee, which shall also participate in the Program Director’s performance evaluation.

Section 2. The Program Director shall have, subject to the direction of the Global Council, the responsibility for conducting the day-to-day business matters of the Council, including:

A. Administering policies and programs;
B. Attending and participating as a non-voting member in meetings of the Council, the Executive Committee, and Ad Hoc committees, except when matters concerning his/her employment are under consideration;
C. Appointing and supervising such additional staff as approved by the Executive Committee and the designated OCLC manager;
D. Conducting such business and financial matters of the Council as the Executive Committee shall direct;
E. Preparing income and expenditure reports for the Executive Committee;
F. Recording the proceedings of the Global Council and Executive Committee meetings, preparing and distributing minutes;
G. Keeping the Council’s official membership roll, supervising the registration of Delegates, and calling the roll as required;
H. Notifying OCLC Members of meetings and sending notices required by Global Council action;
I. Notifying officers and members of their election to office or appointment to committees, and maintaining a listing of existing committees and their members;
J. Facilitating the movement of required notifications among and between the Board of Trustees, the Global Council, the Executive Committee, and OCLC staff;

K. Editing publications and announcements as authorized by the Executive Committee or the Council;

L. Preparing annual and special reports as the President, or the Executive Committee, or the Global Council shall request.

Section 3. A parliamentarian may be retained for Global Council meetings as deemed appropriate by the Executive Committee.

ARTICLE XI

INDEMNIFICATION

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

ARTICLE XII

PARLIAMENTARY AUTHORITY

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

ARTICLE XIII

AMENDMENTS

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

A. The proposed amendments shall be initiated by the Executive Committee, or by petition of ten (10) Delegates, and received in writing by the President;
B. The proposed amendments shall be referred to an Ad Hoc Committee appointed by the President to review such proposals within thirty (30) days of receipt;

C. The proposed amendments, together with the Ad Hoc Committee's recommendations, shall be reported out of that Committee within forty-five (45) days of receipt, and shall be published not less than thirty (30) days prior to the Council meeting at which they are to be considered.

ARTICLE XIV

EFFECTIVE DATE

These Bylaws will take effect on July 1, 2009.