The Trustee Members of OCLC Online Computer Library Center, Inc., pursuant to the notice of the Secretary dated September 6, 2012, and in accordance with Article VI, Section D of the Code of Regulations of OCLC Online Computer Library Center, Inc., convened at 9:00 a.m., September 17, 2012, at the OCLC Conference Center, 6600 Kilgour Place, Dublin, OH. Mr. Alford presided, and Mr. Houfek kept the records of the meeting, except during the executive sessions, when Mr. Barry kept the minutes.

Trustee Members Present:

Larry Alford  
Edward W. Barry  
Maggie Farrell  
Tony Ferguson  
Cindy Hilsheimer  
Kathleen Imhoff  
Jay Jordan  
Bernadette Gray-Little  
James Neal (Conference Call)  
Bruce Newell  
Elisabeth Niggemann (Conference Call)  
John Patrick  
David Roselle  
Brian Schottlaender  
Betsy Wilson (Conference Call)  
Sandra Yee

Trustee Members Absent:

None

Also, present for all or portions of the meeting:

Bruce Crocco, Vice President, Library Services for the Americas  
Cathy De Rosa, Vice President, for the Americas & Global Vice President of Marketing  
Lorcan Dempsey, Vice President, Research & Chief Strategist  
James T. Houfek, Vice President, General Counsel and Secretary  
Jim Michalko, Vice President, OCLC Research Library Partnership  
Robin Murray, Vice President Global Product Management  
George Needham, Vice President, Global & Regional Councils  
Chip Nilges, Vice President, Business Development  
Gene Oliver, Vice President, Corporate Information Technology & Business Integration  
Julie Presas, Assistant General Counsel  
Rick J. Schwieterman, Executive Vice President, Chief Financial Officer  
Tammi N. Spayde, Vice President, Human Resources  
Mike Teets, Vice President, Innovation  
Andrew Wang, Vice President, OCLC Asia Pacific  
Greg Zick, Vice President, Global Engineering
The Trustee Members unanimously approved the minutes of their November 7, 2011 meeting by consent.

Following some discussion, Mr. Alford then offered the following two resolutions for approval:

**RESOLUTION**

WHEREAS, OCLC Online Computer Library Center, Inc. through actions initiated by its Board of Trustees, has reviewed its governance structure to ensure that the Corporation can continue to achieve its public purposes, as set forth in its charter, and

WHEREAS, in order to achieve those public purposes into the future in a manner consistent with the best interests of the Corporation and its Members, and to further insure the independence of its Board of Trustees, the Board has recommended that at such time as the current President & CEO (Robert L. Jordan) terminates his employment with OCLC, the Code of Regulations of the Corporation be immediately amended to eliminate the President & CEO of the Corporation as being a member of the Board of Trustees, and

WHEREAS, the amendments to the Code of Regulations require an affirmative vote of two-thirds of the Trustee Members present at a duly constituted meeting, which then must be ratified by a majority vote of the delegate members of the Global Council present at a meeting called for that purpose at which a quorum is present,

NOW, THEREFORE, BE IT RESOLVED, that, effective at such time as the current President & CEO (Robert L. Jordan) terminates his employment with OCLC and subject to the ratification of same by a majority vote of the delegate members of the Global Council present at a meeting called for that purpose at which a quorum is present, the Code of Regulations be, and the same hereby are, restated in their entirety as detailed in attached “Appendix 1”; and

FURTHER RESOLVED, that these amended Articles of Incorporation and Code of Regulations be submitted to the Global Council for ratification as provided above.

**RESOLUTION**

WHEREAS, OCLC Online Computer Library Center, Inc. through actions initiated by its Board of Trustees, has reviewed its governance structure to ensure that the Corporation can continue to achieve its public purposes, as set forth in its charter, and

WHEREAS, in order to achieve those public purposes into the future in a manner consistent with the best interests of the Corporation and its Members, and to further insure the independence of its Board of Trustees, the Executive Committee of the Board has recommended that at such time as the current President & CEO (Robert L. Jordan) terminates his employment with OCLC, the By-Laws of the Corporation be immediately amended to eliminate the President & CEO of the Corporation as being a member of the Board of Trustees, and
WHEREAS, to effect this change, it will be necessary for the Code of Regulations of the Corporation to be amended as well, and

WHEREAS, such amendment to the Code of Regulations requires the appropriate approval of the Trustee Members, as well as appropriate ratification by the Global Council, and

WHEREAS, the Trustee Members have approved said amendment to the Code of Regulations and delivered same to the Global Council for their approval, and

WHEREAS, this proposed parallel amendment to the By-Laws would only be appropriate if the Code of Regulations were amended to provide the same change indicated above by appropriate approval by the Global Council, and

WHEREAS, amendments to the By-Laws require an affirmative vote of two-thirds of the Trustee present at a duly constituted meeting,

NOW, THEREFORE, BE IT RESOLVED, that, effective at such time as the current President & CEO (Robert L. Jordan) terminates his employment with OCLC and subject to the appropriate approval by the Global Council of the amendment to the Code of Regulations as already approved by the Trustee Members, the By-Laws of the Corporation be, and the same hereby are, restated in their entirety as detailed in attached “Appendix 1”.

Mr. Schottlaender suggested that each of the resolutions be amended to eliminate the word “automatically” from the last line of the second “Whereas” clause. Mr. Houfek then indicated that while the Code of Regulations requires that a ten day notice be given to the Trustee Members regarding any amendments to the Code, an affirmative vote to approve the resolution would effectively constitute a waiver of that ten day notice requirement for this amendment. If a Trustee Member did not wish to waive the ten day notice, then he or she should express that position prior to the vote.

There being no further discussion, nor objections to the waiver of the ten day notice, upon separate motion duly made and seconded, each of the above resolutions was unanimously approved by the Trustee Members.

Mr. Alford then called the meeting into executive session at 9:10 a.m. During that session, the following resolution was unanimously approved:

RESOLUTION

RESOLVED, That Maggie Farrell is hereby elected to a one year term on the Board of Trustees which will end November 2013, David Roselle is hereby elected to a two year term on the Board of Trustees which will end November 2014, and Barbara Lison is
hereby elected to a four year term on the Board of Trustees, which will begin following the Trustee Member Meeting on November 5, 2012 and will end in November 2016.

Mr. Alford then called for other business, and there being none, he requested a motion for adjournment and upon motion duly made, seconded and unanimously approved, the meeting was adjourned at approximately 9:15 a.m.

Larry Alford, Chair

James T. Houfek, Secretary
BY-LAWS FOR GOVERNANCE
OF
BOARD OF TRUSTEES OF OCLC Online Computer Library Center, Inc.

ARTICLE I
PURPOSE

These By-Laws are approved and adopted by the Board of Trustees for the governance of its internal affairs as the Board of Trustees of OCLC Online Computer Library Center, Inc. If these By-Laws or any portion thereof conflict with either the Articles of Incorporation or the Code of Regulations of OCLC Online Computer Library Center, Inc., the Articles of Incorporation or the Code of Regulations shall be controlling.

ARTICLE II
DEFINITIONS

As used in these By-Laws, the word "Corporation" and "OCLC" mean OCLC Online Computer Library Center, Inc., and the terms "Trustees", "Board of Trustees" and "Board" mean the Trustees of OCLC Online Computer Library Center, Inc. as provided for by law and by the Articles of Incorporation of OCLC Online Computer Library Center, Inc.

ARTICLE III
MEETINGS

Section A. Schedule of Meetings.

(1) Annual Meeting. The Board shall meet immediately following the annual meeting of the Trustee Members.

(2) Regular Meetings. The Board shall meet at least four (4) times each year (in addition to the Annual Meeting) at dates and times to be determined by the Board. The meetings shall be held at the business offices of the Corporation or at a place or places as the Board determines. The Secretary of the Corporation shall notify each Trustee of each such meeting at least ten (10) days prior to the day named for such meeting by any reasonable means, including, but not limited to, personal delivery, telegram, telecopy, electronic
mail transmission, or United States regular mail, express mail, or courier service with postage or fees prepaid.

(3) **Special Meeting.** The Chair, a Vice-Chair, or three (3) or more of the Trustees may call a special meeting of the Board. The Secretary shall give notice of said meeting to each Trustee at least three (3) days prior to the day named for such meeting. The Secretary shall give notice to the Trustees in the same manner as set forth in Section A (2), of this Article. The time, place and purpose for the special meetings shall be determined by the person or persons requesting such meeting and shall be given to the Secretary for inclusion in the notice required under this Section A(3).

**Section B. Quorum.** At all meetings of the Board, a majority of the Trustees shall constitute a quorum for the transaction of business. If, at any meeting of the Board there are fewer than a quorum present, the majority of those present may adjourn the meeting from time to time. In the event a quorum is subsequently achieved after such adjournment of the meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

**ARTICLE IV OFFICERS**

**Section A. Selection.** The officers of the Corporation shall consist of a Chair of the Board of Trustees, a Vice-Chair or Vice-Chairs of the Board of Trustees, a President, a Secretary, a Treasurer, and such other officers as the Board of Trustees shall from time to time determine.

The Chair and the Vice-Chair or Vice-Chairs of the Board shall be elected from and by the Board at a meeting called for that purpose, or at the annual meeting following the election of successor Trustees. They shall serve for those terms set by the Board as specified in the Code of Regulations and until their successors are elected and qualified and may succeed themselves.

The President, the Secretary, the Treasurer, and such other officers shall be appointed by the Board and shall serve at the pleasure of the Board. At no time may an employee of OCLC become a Trustee during his or her term of employment. Non-
Trustees may serve in the officer positions of Secretary and Treasurer as determined by the board.

The officers of the Corporation shall have those duties and powers, responsibilities and authority to act for or on behalf of the Corporation as are normally incident to such office or which are designated by the Board.

Section B. Removal and Vacancies. Officers may be removed for cause by a majority vote of the Board present at a meeting at which a quorum is present, after notice to such officer provided by the Secretary and stating the cause(s). Such notice shall be given at least three (3) days prior to the meeting at which the Board will vote upon removal.

Vacancies occurring in an office of the Corporation shall be filled by appointment in accordance with this Article.

ARTICLE V
COMPENSATION AND RETIREMENT AGE

Section A. Compensation. Compensation of officers designated by the Board, members of the Board and committee members shall be such as is determined by the Board from time to time.

Section B. Retirement Age. There shall be no mandatory retirement age for either the Trustees or the officers of the Corporation.

ARTICLE VI
TRUSTEES UNEXPIRED TERMS

Section A. Vacancies. Vacancies occurring on the Board, by reason of removal, death, disability, resignation or other reason, shall be filled by a majority vote of the Trustee Members present at a meeting at which a quorum is present, and the successor Trustee shall serve for the unexpired term of his or her predecessor, except that a successor Trustee for one (1) of the six (6) Trustees elected by the Member Delegates shall serve until appropriate action by the Member Delegates regarding succession.
Section B. Removal. A Trustee may be removed by the two-thirds (2/3) vote of the Trustee Members present at any annual or special meeting duly called at which a quorum is present, and the vacancy thus created shall be filled in accordance with this Article.

ARTICLE VII
FINANCIAL RESPONSIBILITY

Section A. Budget. The Board shall approve the annual budget plan after receiving the recommendation of the Finance and Investment Committee and shall, when deemed appropriate, approve broad changes in the pricing philosophy of the Corporation.

Section B. Loans. The Board shall review and act upon all loans in excess of Five Hundred Thousand Dollars ($500,000.00), after receiving the recommendations of the Finance and Investment Committee.

Section C. Capital Expenditures. The Board shall review and act upon unbudgeted capital expenditures in excess of Three Hundred Fifty Thousand Dollars ($350,000.00) and expenditures in excess of Two Hundred Fifty Thousand Dollars ($250,000.00) on unbudgeted contracts for acquisition or sale of real estate, for construction of a facility and for research investment, after receiving the recommendation of the Finance and Investment Committee.

Section D. Disposition of Corporate Assets. The Board shall review and act upon actions disposing of assets of the Corporation which have a book value, or would generate gross proceeds, in excess of Two Hundred Fifty Thousand Dollars ($250,000.00), after receiving the recommendations of the Finance and Investment Committee.

Section E. Donations and Contributions. The Board shall review and act upon donations and contributions by the Corporation which are individually in excess of Ten Thousand Dollars ($10,000.00).


Section G. Special Expenditures. The Board shall review and act upon expenditures for special projects which the Board feels are important to carry out the tax-exempt purposes of the Corporation as a tax exempt organization.
Section H. **Outside Auditors.** The Board shall review and act upon the recommendations of the Audit Committee for the appointment of outside auditors for the Corporation.

Section I. **Employee Benefits.** The Board shall review and act upon employee benefit and insurance plans recommended by the Personnel and Compensation Committee.

**ARTICLE VIII**

**STANDING COMMITTEES**

Section A. **Executive Committee.** The Board of Trustees may designate three (3) or more Trustees, including the President and the Chair of the Board, to constitute an Executive Committee, which Committee shall have and exercise the authority of the Board of Trustees in the management of the affairs of the Corporation when the Board of Trustees is not in session.

Section B. **Finance and Investment Committee.** The Board of Trustees may designate one (1) or more Trustees, including the President, to constitute a Finance and Investment Committee, which to the fullest extent permitted by law, the Articles of Incorporation and the Code of Regulations of the Corporation, during the intervals between meetings of the Board of Trustees, shall possess and may exercise every power, right, and privilege conferred by law, the Articles of Incorporation or the Code of Regulations upon the Board of Trustees in the purchase, sale, conveyance, transfer, delivery, hypothecation, investment, reinvestment, and deinvestment of all real, personal, mixed, tangible and intangible property of the Corporation, and in the making and negotiating of loans on behalf of the Corporation as its needs from time to time may require.

The Committee shall conduct a preliminary review of the annual budget plan, shall review proposed financial plans and programs, and shall recommend action to the full Board.

The Committee shall keep a record of its action and transmit such record to the Board to become a part of its legally approved minutes at the next regular meeting.
Section C. Personnel and Compensation Committee. The Board of Trustees may designate three (3) or more Trustees to constitute a Personnel and Compensation Committee to be responsible for review of the Corporation’s personnel, compensation, and benefits policies as well as working conditions to insure the highest possible quality of life for the Corporation’s employees. No Trustee who is an employee of the Corporation, or former employee of the Corporation receiving retirement benefits, shall serve on the Personnel and Compensation Committee.

Section D. Audit Committee. The Board of Trustees may establish an Audit Committee composed of not fewer than five (5) nor more than seven (7) Trustees that shall select an independent, certified auditor and recommend to the Board the appointment of that auditor. The Audit Committee shall meet at least two (2) times annually for the following purposes: review the planned audit scope; review the results of the independent auditor’s examination of financial statements, the auditor’s opinion thereon, and the auditor’s recommendations with respect to accounting, internal control and other matters; review the Corporation’s internal auditing procedures; examine conflict of interest reports of Trustees and members of management; and review such other methods of financial and compliance controls as may be appropriate. The Audit Committee shall be subject to the Audit Committee Charter, as that document may be amended from time to time, in the performance of its duties and obligations.

Section E. Joint Membership Committee. The Board of Trustees shall establish a Joint Membership Committee. The Joint Membership Committee shall be composed of three (3) or more Trustees, an equal number of Member Delegates, and such additional non-voting Trustee or non-Trustee participants as the Board and the Committee may determine from time to time. The Global Council shall nominate potential Member Delegates to fill the Member Delegate positions to the Committee, and the Board shall make the final selection of Committee members from those potential candidates. The Board shall elect the Chair of the Committee, and said Committee shall be further governed by the Membership and Governance Protocols as created and amended by the Joint Membership Committee and as approved by a majority of the Member Delegates and a majority of the Board of Trustees from time to time.
Section F. Other Standing Committees. The Board of Trustees may establish other standing committees which the Board may determine at any time and from time to time to be necessary or desirable. The Board of Trustees may designate the number of members of such standing committees; and the members may be from among the Trustees or may be any other persons as determined by the Board. The Board shall name committee members, create the charge of the committee and grant authority to the committee which is permitted by law, the Articles of Incorporation and the Code of Regulations of the Corporation and which the Trustees shall deem appropriate.

Section G. Committee Chairs. The Chair of the Board shall be Chair of the Executive Committee. Except as otherwise provided in this Article VIII above, the Board shall appoint other Committee Chairs, who shall serve at the pleasure of the Board.

ARTICLE IX
AD HOC COMMITTEES

Section A. Committee Composition. The Board of Trustees may designate three (3) or more persons, including at least one (1) Trustee, to serve upon ad hoc committees as the Board from time to time creates.

Section B. Committee Chairs. The Board of Trustees shall appoint Ad Hoc Committee Chairs, who are not required to be Trustees, and who shall serve at the pleasure of the Board.

ARTICLE X
AMENDMENTS

Except as otherwise required by law, the Articles of Incorporation or the Code of Regulations, these By-Laws may be amended by the Board at any meeting, by an affirmative vote of two-thirds (2/3) of those Trustees present.
ARTICLE I
NAME AND LOCATION OF CORPORATION

The name of this Corporation is OCLC Online Computer Library Center, Inc. Its principal office will be located in the City of Dublin, Franklin County, Ohio, USA.

ARTICLE II
DEFINITIONS

As used in this Code of Regulations, the words "Corporation" and "OCLC" mean this Corporation, that is to say, OCLC Online Computer Library Center, Inc., and the word "Trustees" and the terms "Board of Trustees" and "Board," unless the context otherwise indicates, means the Trustees of said Corporation provided for by law and by the Articles of Incorporation.

ARTICLE III
PURPOSE

The purpose or purposes for which this Corporation is formed are to establish, maintain, and operate a computerized library network and to promote the evolution of library use, of libraries themselves, and of librarianship, and to provide processes and products for the benefit of library users and libraries, including such objectives as increasing availability of library resources to individual library patrons and reducing the rate of rise of library per-unit costs, all for the fundamental public purpose of furthering ease of access to and use of the ever-expanding body of worldwide scientific, literary, and educational knowledge and information.

ARTICLE IV
MEMBERS

A. Definition. Members shall be those entities that meet the minimum but continuing threshold of engagement with the Corporation, as set forth in the Corporation's Membership and Governance Protocols. The Membership and Governance Protocols shall be developed, amended, and distributed by the Membership Committee of the Board from time to time, with the approval of the Member Delegates (as defined in the Membership and Governance Protocols), and the approval of the Board of Trustees.

B. Purpose. The Members, through their Member Delegates shall: (i) reflect and articulate to the Board the Members' various interests and concerns, (ii) strengthen the
Corporation throughout the world, (iii) advise the Board of Trustees and OCLC management of emerging, critical issues that require OCLC tracking, planning, or other responses so that OCLC's own strategic planning is informed by this input, (iv) provide feedback to the Board and OCLC management on OCLC's strategic directions, (v) be empowered to elect six (6) Trustees to the Board of Trustees, as further provided in Article VII hereof, and (vi) have the right to approve amendments to the Code of Regulations and the Articles of Incorporation of the Corporation.

C. Global Council. The Member Delegates in assembly shall collectively compose the Global Council. The Global Council shall meet in an Annual Global Council Meeting ("Annual Global Council Meeting").

1. Place. The Annual Global Council Meeting shall be held at such location as may be designated by the Global Council.

2. Time. The Annual Global Council Meeting shall be held at such time and on such dates as may be designated by the Global Council from time to time.

3. Notice. At least ten (10) days in advance of the Annual Global Council Meeting, notice shall be provided to each Member Delegate by any reasonable means, including, but not limited to, personal delivery, telegram, telecopy, electronic mail transmission, or United States regular mail, express mail, or courier service with postage or fees prepaid, and need not specify the purposes of the meeting. If an amendment to the Articles of Incorporation or this Code of Regulations is proposed, such proposals must be transmitted to the Member Delegates at least ten (10) days before the meeting at which the proposals are to be discussed, whether they accompany the initial notice of the meeting or are attached to a supplemental notice. Notice of any meeting given by personal delivery, telegram, telecopy, electronic mail transmission, or United States regular mail, express mail, or courier service with postage or fees prepaid shall be considered given if mailed or otherwise sent or delivered to the Member Delegates in accordance with his or her personal information specified in the records of the Corporation. The giving of notice shall be deemed waived by any Member Delegate who shall attend and participate in such meeting, other than to protest the lack of proper notice at or prior
to such meeting, and may be waived, in writing, by any Member Delegates either before, at, or after such meeting. Such writing shall be filed with or entered upon the records of the meeting.

(4) Quorum and Voting. The presence at the Annual Global Council Meeting of fifty percent (50%) or more of the Member Delegates, shall constitute a quorum. Matters properly before the Member Delegates at any Annual Global Council Meeting at which a quorum is present shall be decided by majority vote of the Member Delegates present at such meeting.

(5) Adjourned Meetings. If the Member Delegates cannot transact business at any Annual Global Council Meeting, because a quorum is not present, the Member Delegates present may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

D. Special Meetings. Special meetings of the Member Delegates may be called from time to time and under such conditions as a majority of the Member Delegates or the Board of Trustees may determine as appropriate. The provisions set forth in Article IV(C) pertaining to the Annual Global Council Meeting with respect to notice, quorum, voting, and adjournment shall apply to special meetings of the Member Delegates.

E. Voting and Expenses

(1) Voting Rights – Member Delegates. At the Annual Global Council Meeting, or any special meeting, the Member Delegates shall be entitled to vote on the following matters: (i) the election of certain Trustees as provided in Article VII, (ii) the approval of and modifications to the Membership and Governance Protocols, (iii) amendments to this Code of Regulations or the Corporation’s Articles of Incorporation that have been approved by the Trustee Members, (iv) and such other matters that the Board submits to the Member Delegates for their vote, consent, waiver, release, or other action. Each Member Delegate shall be entitled to cast one (1) vote in person or by proxy, on each matter properly submitted to the Member Delegates at the Annual Global Council Meeting or special meeting for vote, consent, waiver, release, or other action. The methodology for determining the number and allocation of Member Delegates, their selection, and voting procedures shall be as further provided in the Membership and Governance Protocols.
(2) **Voting Rights -- Members.** Members shall be entitled to vote directly for the election of their Regional Council's Member Delegates as provided in the *Membership and Governance Protocols*.

(3) **No Other Voting Rights.** Except as specifically set forth in subsections (1) and (2) of this Article IV, Section E, neither the Members nor the Member Delegates shall have further voting rights and the Trustee Members shall be considered the voting members of the Corporation for all other purposes.

(4) **Costs.** Costs and expenses of the Annual Global Council Meeting or any special meeting and the attendance by the Member Delegates may be paid by the Corporation within such total budgeted amounts as are determined by the Board of Trustees from time to time.

F. **Committees.** The Member Delegates may create such Committees as they deem necessary or desirable to carry out their purposes.

G. **Officers.** The Member Delegates may create such offices and elect such officers to conduct their internal business as they shall deem appropriate; provided however, no such officers shall have or represent to any third party the authority to bind the Corporation.

**ARTICLE V**

**REGIONAL COUNCILS**

The Members are encouraged to hold one or more meetings on a regional basis ("Regional Councils") between the Annual Global Council Meetings, in order to keep current on issues of vital and immediate interest and to designate Member Delegates. The establishment, governance, procedures, structures, and protocols for these Regional Councils and the election of the Member Delegates shall be as set forth in the *Membership and Governance Protocols*. The Regional Councils shall be created with the purpose of strengthening the cooperative throughout the world. Certain costs and expenses of the Regional Council meetings may be paid by the Corporation within such total budgeted amounts as are determined by the Board of Trustees from time to time.
ARTICLE VI
TRUSTEE MEMBERS

A. **Definition.** The Trustee Members of the Corporation are defined as the members of the Board of Trustees.

B. **Voting Rights.** At any meeting of the Trustee Members, each Trustee Member shall be entitled to one (1) vote on each matter properly submitted to them for their vote, consent, waiver, release, or other action. Other than the voting rights specifically provided to the Members and Member Delegates in Article IV, Section E, the Trustee Members shall be the only voting members of the Corporation for all other purposes.

C. **Powers of Trustee Members.** The Trustee Members shall vote upon election and removal of Trustees, amendments to the *Articles of Incorporation,* and this Code of Regulations, as hereinafter provided, and shall have and may exercise all other membership powers and rights not expressly granted or reserved to the other classes of members by the Articles of Incorporation or this Code of Regulations. Except as provided in Article VII (F) herein, the powers of the Trustee Members to vote upon the election of Trustees, shall not apply to those Trustees elected by the Member Delegates, as provided elsewhere in this Code of Regulations. The Trustee Members power of removal of Trustees however, shall apply to all Trustees, whether elected by the Trustee Members or the Member Delegates.

D. **Meetings.** The Trustee Members shall hold an annual meeting and shall hold such other meetings as may be necessary.

   (1) The time and place of the annual meeting shall be as determined from time to time by the Trustee Members. Special meetings may be called and their time and place set by the same persons as provided for special meetings of the Board of Trustees meetings in Article VII, Section 1(3).

   (2) The quorum for such meetings and the vote and procedures shall be the same as set forth respecting Trustees in Article VII, Section 1(6), except as otherwise provided in the Articles of Incorporation or this Code of Regulations.

   (3) Notice of meetings shall be provided by the Secretary to each Trustee Member at least ten (10) days prior to the date thereof in accordance with the provisions for providing notice to the Board of Trustees in Article VII, Section 1(4).
(4) Trustee Members may attend and participate in any meeting through any communications equipment if all persons participating can communicate with each other.

ARTICLE VII
BOARD OF TRUSTEES

A. Number. The Board of Trustees shall normally be comprised of fourteen (14) members, but shall in no event be fewer than twelve (12) nor more than sixteen (16) members, as determined from time to time by the Trustee Members. The Trustees shall be elected as follows: six (6) Trustees shall be elected by the Member Delegates at the Annual Global Council Meeting, and the remaining Trustees shall be elected by the Trustee Members.

B. Qualifications. Trustees elected by the Trustee Members shall be from varying disciplines and reflective of the global community interests of OCLC as determined by the Trustee Members. Trustees shall be selected from among categories such as the following: library profession, cultural heritage organizations, executive officers of large corporations, individuals experienced in banking and finance, individuals with background or present service in government, economists, accountants with experience in taxation and business enterprise, attorneys with experience in corporate law, individuals with experience in information technology, individuals with experience in communications technology, individuals with marketing and distribution knowledge, and other individuals with comparable knowledge and experience. Normally a majority of the Trustees shall be members of the library or cultural heritage professions. The reasons for any exceptions to this situation shall be reported to the Global Council (by a representative from the Board) at its next regularly scheduled meeting. Notwithstanding any language herein to the contrary, at no time may an employee of OCLC become a Trustee during his or her term of employment.

C. Election and Term of Office.

(1) Terms. Each of the Trustees elected by the Trustee Members shall be elected to a four-year term by a majority vote of the Trustee Members present at an annual meeting at which a quorum is present, unless a shorter term is determined by a majority of the Trustees to be in the best interests of the Corporation and the Members.
Each of the six (6) Trustees elected by the Member Delegates shall be elected to a four year term by vote of the Member Delegates at the Annual Global Council Meeting, and shall be the candidate, or if more than one Trustee is to be elected at an Annual Global Council Meeting, the candidates receiving the greatest number of votes. Each Trustee shall hold office until his/her successor has been qualified, elected, and has commenced his/her term.

(2) Limitation on Consecutive Terms. Trustees may not normally be elected to serve more than two (2) consecutive terms; provided, however, the Trustee Members may elect any Trustee for a third consecutive term if a majority of the Trustee Members determine that a third term is in the best interests of the Corporation and the Members.

(3) Nomination and Election. The process for nominations for the six (6) Trustees to be elected by the Member Delegates is set forth in the Corporation's Membership and Governance Protocols. Nominations for and election of the six (6) Trustees to be elected by the Member Delegates shall take place at the Annual Global Council Meeting except when filling unexpired terms.

D. Transition Issues. The Trustee terms, term limits, and election methods stated herein represent alterations to previous procedures under the previous version of the Code of Regulations. Consequently, it will be necessary to provide for certain procedures to facilitate an orderly transition ("Transition Procedures") (i) between those Trustees holding office under the prior rules, terms, and conditions, and those to be elected under the provisions stated herein, and (ii) between the Members Council as constituted under the prior version of the Code of Regulations, and the Global Council as constituted herein, which will meet for the first time after July 1, 2009. Therefore, the Board shall adopt such Transition Procedures as it deems appropriate in order to provide clarification regarding these matters during such period; provided, however, that the Transition Procedures shall not reduce the term of any incumbent Trustee, including those Trustees elected by the Members Council who begin their terms in November, 2008.
E. **Governing Powers.** The Board of Trustees shall have all the powers and duties necessary or appropriate for the administration of the affairs of this Corporation and may do all such acts and things as are not reserved or prohibited by law or by the Articles of Incorporation or by this Code of Regulations.

F. **Vacancies.** The Trustee Members by majority vote of Trustee Members present at a meeting at which a quorum is present may appoint a successor to fill the unexpired term of a Trustee; provided, however, an appointee to fill the unexpired term of a Trustee elected by the Member Delegates shall serve only until the Member Delegates meet and elect a successor to fill the unexpired term.

G. **Removal of Trustee.** At any annual or special meeting duly called, any one (1) or more of the Trustees on the Board of Trustees may be removed for cause by a vote of two-thirds (2/3) of Trustee Members present at such meeting at which a quorum is present.

H. **Compensation.** Compensation as determined by the Board of Trustees, may be paid to Trustees for their services in their capacity as Trustees. Trustees may be reimbursed for actual expenses incurred by them in the performance of their duties.

I. **Meetings.**

1. **Annual Meeting.** The Board of Trustees shall meet annually as determined by the Board of Trustees, after the annual meeting of the Trustee Members, to conduct such business of the Corporation as may come before it.

2. **Regular Meetings.** Regular meetings of the Board of Trustees may be held at such time and place as shall be determined, from time to time, by the Board of Trustees. Notice of regular meetings of the Board of Trustees shall be given by the Secretary to each Trustee at least ten (10) days prior to the day named for such meeting.

3. **Special Meetings.** A special meeting of the Board of Trustees may be called at any time by the Chair, a Vice Chair, or three (3) or more of the Trustees, to be held at the time and place designated by the person(s) calling the meeting. Notice of special meetings of the Board of Trustees shall be given by the Secretary to each Trustee at least three (3) days prior to the day named for such meeting.
(4) **Notice.** Any notice referred to in this Article VII, Section I, may be given by any reasonable means, including, but not limited to, personal delivery, telegram, telecopy, electronic mail transmission, or United States regular mail, express mail, or courier service with postage or fees prepaid, and need not specify the purposes of the meeting, except that if an amendment to the Articles of Incorporation or this Code of Regulations is proposed, said notice shall indicate such purpose and a copy of such proposed amendment shall accompany said notice. Notice of any meeting given by personal delivery, telegram, telecopy, electronic mail transmission, or United States regular mail, express mail, or courier service with postage or fees prepaid shall be considered given if mailed or otherwise sent or delivered to the Trustee in accordance with the Trustee’s personal information specified in the records of the Corporation. The giving of notice shall be deemed to be waived by any Trustee who shall attend and participate in such meeting, other than to protest the lack of proper notice at or prior to such meeting, and may be waived, in writing, by any Trustee either before, at, or after such meeting. Such writing shall be filed with or entered upon the records of the meeting.

(5) **Location.** Any meetings may be held at such place or places as the Board of Trustees may determine.

(6) **Quorum and Vote.** At all meetings of the Board of Trustees, a majority of the Trustees shall constitute a quorum for the transaction of business. The acts or votes of the majority of the Trustees present at a meeting at which a quorum is present shall be sufficient to constitute the act or vote of the Board of Trustees as a whole, except where a larger number of votes is required by law, the Articles of Incorporation, or this Code of Regulations. If, at any meeting of the Board of Trustees, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

(7) **Attendance and Participation at Meetings.** Trustees may attend and participate in any meeting of the Board of Trustees through any communications equipment if all persons participating can communicate with each other.
J. Committees. The Board of Trustees may create such committees as it deems necessary and desirable.

ARTICLE VIII
OFFICERS

A. Powers and Terms. The officers of the Corporation shall consist of a Chair of the Board of Trustees, a Vice Chair or Vice Chairs of the Board of Trustees, a President, a Secretary, and a Treasurer.

The Chair, the Vice Chair or Vice Chairs, and the President shall be elected by a majority of the Board of Trustees at a meeting of the Board called for that purpose or at the annual meeting.

The Chair and the Vice Chair or Vice Chairs shall each normally serve for a three (3) year term, and until his/her successor is elected and qualified; however, the length of the term may be changed if a majority of the Board of Trustees determines such change is in the best interests of the Corporation and the Members.

The President, Secretary, and Treasurer shall have such terms and succession as determined by the Board of Trustees.

The Board of Trustees may appoint an Assistant Secretary, an Assistant Treasurer, and such other officers as in their judgment may be necessary.

The Chair, Vice Chair or Vice Chairs, the President, the Secretary, and the Treasurer of the Corporation shall have such powers and duties as are normally incident to such offices, or as are designated by the Board.

B. Removal. Upon an affirmative vote of a majority of the Board of Trustees present at a meeting at which a quorum is present, any officer may be removed for cause after notice, and his/her successor shall be elected at any regular meeting of the Board, or at any special meeting called for that purpose. The Secretary shall notify the officer sought to be removed no less than three (3) days before this meeting by personal delivery, telegram, telex, electronic mail transmission, or United States mail, express mail or courier service with postage or fees prepaid shall be considered given if mailed or otherwise sent or delivered to the officer in accordance with the officer's personal information specified in the records of the Corporation.
ARTICLE IX
NEGOTIABLE INSTRUMENTS, CONTRACTS, ETC.

A. All checks, drafts, bills of exchange, notes or other instruments or orders for the payment of money shall be signed in the name of the Corporation or, if made payable to the Corporation, may be endorsed for deposit to the credit of the Corporation, by such officer or officers, person or persons, as the Board of Trustees may from time to time designate by resolution.

B. The Board of Trustees may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation, to enter into or execute and deliver any and all deeds, bonds, mortgages, contracts, and other obligations or instruments; such authority may be general or confined to specific instances.

ARTICLE X
INDEMNIFICATION AND INSURANCE

A. Mandatory Indemnification. The Corporation shall indemnify any officer or Trustee of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, any action threatened or instituted by or in the right of the Corporation), by reason of the fact that he or she is or was a Trustee, officer, employee, agent, or volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, agent, or volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust, or other enterprise, against expenses (including, without limitation, attorneys’ fees, filing fees, court reporters’ fees, and transcript costs), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. A person claiming indemnification under this Article X, Section A shall be presumed, in respect of any act or omission giving rise to such claim for indemnification, to have acted in good faith and in a
manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal matter, to have had no reasonable cause to believe his or her conduct was unlawful, and the termination of any action, suit or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, rebut such presumption.

B. Court-Approved Indemnification. Anything contained in this Code of Regulations or elsewhere to the contrary notwithstanding:

(1) the Corporation shall not indemnify any officer or Trustee of the Corporation who was a party to any completed action or suit instituted by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Trustee, officer, employee, agent, or volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, agent, or volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust, or other enterprise, in respect of any claim, issue, or matter asserted in such action or suit as to which he or she shall have been adjudged to be liable for acting with reckless disregard for the best interests of the Corporation or misconduct (other than negligence) in the performance of his or her duties to the Corporation unless and only to the extent that the Court of Common Pleas of Franklin County, Ohio, or the court in which such action or suit was brought shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances of the case, he or she is fairly and reasonably entitled to such indemnity as such Court of Common Pleas or such other court shall deem proper; and

(2) The Corporation shall promptly make any such unpaid indemnification as is determined by a court to be proper as contemplated by this Article X, Section B.

C. Indemnification for Expenses. Anything contained in this Code of Regulations or elsewhere to the contrary notwithstanding, to the extent that an officer or Trustee of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article X, Section A, or in defense of any claim, issue, or matter
therein, he or she shall be promptly indemnified by the Corporation against expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs) actually and reasonably incurred by him or her in connection therewith.

D. Determination Required. Any indemnification required under this Article X, Section A and not precluded under this Article X, Section B shall be made by the Corporation only upon a determination that such indemnification of the officer or Trustee is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article X, Section A. Such determination may be made only:

1. by a majority vote of a quorum of the Trustees of the Corporation who were not and are not parties to, or threatened with, any such action, suit or proceeding;

2. if such a quorum is not obtainable or if a majority of a quorum of disinterested Trustees so directs, in a written opinion by independent legal counsel other than an attorney retained previously by the Corporation, or a firm having associated with it an attorney, who has been retained by or who has performed services for the Corporation, or any person to be indemnified, within the past five (5) years; or

3. By the Court of Common Pleas of Franklin County, Ohio or (if the Corporation is a party thereto) the court in which such action, suit, or proceeding was brought, if any.

Any such determination may be made by a court under this Article X, Section D(3) at any time (including, without limitation, any time before, during, or after the time when any such determination may be requested of, be under consideration by or have been denied or disregarded by the disinterested Trustees under this Article X, Section D(1) or by independent legal counsel under this Article X, Section D(2)). No decision for any reason to make any determination required under this Article X, Section D, and no decision for any reason to deny any such determination, by the disinterested Trustees under this Article X, Section D(1) or by independent legal counsel under this Article X, Section D(2) shall be evidence in rebuttal of the presumption recited in this Article X, Section A. Any determination made by the disinterested Trustees under this Article X, Section D(1) or by independent legal counsel under
this Article X, Section D(2) to make indemnification in respect of any claim, issue, or matter asserted in an action or suit threatened or brought by or in the right of the Corporation shall be promptly communicated to the person who threatened or brought such action or suit, and within ten (10) days after receipt of such notification such person shall have the right to petition the Court of Common Pleas of Franklin County, Ohio, or the court in which such action or suit was brought, if any, to review the reasonableness of such determination.

E. Advances for Expenses. Expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees, and transcript costs) incurred in defending any action, suit, or proceeding referred to in this Article X, Section A shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding to or on behalf of the officer or Trustee promptly as such expenses are incurred by him or her, but only if such officer or Trustee shall first agree, in writing, to repay all amounts so paid in respect of any claim, issue, or other matter asserted in such action, suit or proceeding in defense of which he or she shall not have been successful on the merits or otherwise:

1. if it shall ultimately be determined as provided in this Article X, Section D that he or she is not entitled to be indemnified by the Corporation as provided under this Article X, Section A; or

2. if, in respect of any claim, issue, or other matter asserted by or in the right of the Corporation in such action or suit, he or she shall have been adjudged to be liable for acting with reckless disregard for the best interests of the Corporation or misconduct (other than negligence) in the performance of his or her duties to the Corporation, unless and only to the extent that the Court of Common Pleas of Franklin County, Ohio, or the court in which such action or suit was brought, shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances, he or she is fairly and reasonably entitled to all or part of such indemnification.

F. Article X Not Exclusive. The indemnification provided by this Article X shall not be exclusive of, and shall be in addition to, any other rights to which any person seeking indemnification may be entitled under the Articles of Incorporation or this Code of
Regulations or any agreement, vote of disinterested Trustees, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an officer or Trustee of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such person.

G. Insurance. The Corporation may purchase and maintain insurance or furnish similar protection, including but not limited to trust funds, letters of credit, or self-insurance, on behalf of any person who is or was a Trustee, officer, employee, agent, or volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, agent, or volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the obligation or the power to indemnify him or her against such liability under the provisions of this Article X. Insurance may be purchased from or maintained with a person in which the Corporation has a financial interest.

H. Certain Definitions. For purposes of this Article X, and as examples and not by way of limitation:

(1) A person claiming indemnification under this Article X shall be deemed to have been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article X, Section A, or in defense of any claim, issue, or other matter therein, if such action, suit or proceeding shall be terminated as to such person, with or without prejudice, without the entry of a judgment or order against him or her, without a conviction of him or her, without the imposition of a fine upon him or her and without his or her payment or agreement to pay any amount in settlement thereof (whether or not any such termination is based upon a judicial or other determination of the lack of merit of the claims made against him or her or otherwise results in a vindication of him or her);

(2) References to an "other enterprise" shall include employee benefit plans; references to a "fine" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall
include any service as a Trustee, officer, employee, agent, or volunteer of the Corporation which imposes duties on, or involves services by, such Trustee, officer, employee, agent, or volunteer with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" within the meaning of that term as used in this Article X;

(3) The term "volunteer" shall mean a Trustee, officer, or agent of the Corporation, or another person associated with the Corporation, who (i) performs services for or on behalf of, and under the authority or auspices of, the Corporation, and (ii) does not receive compensation, either directly or indirectly, for performing those services. Compensation does not include (i) actual and necessary expenses that are incurred by the volunteer in connection with the services performed for the Corporation and that are reimbursed to the volunteer or otherwise paid; (ii) insurance premiums paid on behalf of the volunteer and amounts paid, advanced or reimbursed pursuant to this Article X, Section 1702.12(E) of the Ohio Revised Code or any indemnification agreement, resolution or similar arrangement; or (iii) modest perquisites.

I. Venue. Any action, suit, or proceeding to determine a claim for indemnification under this Article X may be maintained by the person claiming such indemnification, or by the Corporation, in the Court of Common Pleas of Franklin County, Ohio. The Corporation and (by claiming such indemnification) each such person consent to the exercise of jurisdiction over its or his or her person by the Court of Common Pleas of Franklin County, Ohio, in any such action, suit, or proceeding.

ARTICLE XI
AMENDMENTS

Except as otherwise required by law, this Code of Regulations may be amended by the Trustee Members at any meeting called for that purpose, provided that the Secretary shall have given to each of the Trustee Members notice of the meeting and a draft of the
proposed amendment at least ten (10) days prior to such meeting. Any amendment adopted by the Trustee Members shall require a two-thirds (2/3) vote of all of the authorized Trustee Members of the Corporation for approval. The proposed amendment(s) must then be ratified by a majority vote of Member Delegates either (i) present at a meeting called for that purpose at which a quorum is present, or (ii) by virtue of a vote submitted by electronic communications equipment.