

Proposed Changes to the WPLC Bylaws that Impact Steering Committee 8/2017

Over the last year, The WPLC Bylaws Workgroup has been working with the Board to create a new version of the WPLC Bylaws. During this process, it was emphasized that the Steering Committee would need to discuss any bylaws changes that would impact them. This document outlines the proposed changes that directly impact the Steering Committee. It does not include all numbering changes or minor language changes that are not substantive (“taskforces” to “workgroups”, for example).

1. Weighted voting and quorum question

The Board discussed the issues around weighted voting and quorum. For a complete recap of the discussion and issues, please see the “Additional bylaws changes for the Board” document and the notes from the August 4, 2017 Board notes.

Revision related to Steering:

The Board recommended some changes that do have bearing on the Steering Committee:

- Buying pool formula changes will be developed by a joint committee of the Steering Committee and Board and would be approved by the Steering Committee for recommendation to the Board. **Language added to the new Article 4.2.**
- A 2/3 majority of votes of the full membership of the Board would be required to overturn any recommendations of the Steering Committee. The Board can return a recommendation to the Steering Committee for further consideration with a simple majority. **Added 5.3(b)**
- The Steering Committee representatives and Board representatives would be strongly encouraged to work together and discuss any issues brought to the Steering Committee. **No language added to the Bylaws, but best practices will be developed and shared.**
- An action item cannot be voted upon unless it was included in the agenda sent to the Board or Steering Committee prior to the meeting. **Added 5.3(c) and added language to 6.7.**

2. Opt Out

There was a suggestion that there be clarification in the Bylaws about what happens when a single library system wants to leave the consortium. It is particularly unclear about what would happen to their Advantage collections.

The Workgroup felt, and the Board agreed, that they would like to keep the clause in the bylaws as dynamic as possible, but also recognized the need to clarify what would happen with certain services. They felt that the Steering Committee should have a discussion about Advantage collections to make a recommendation to the Board on the topic. The Board will create a document that will include the final recommendation from the Steering Committee, along with the process to opt out, any costs that would be incurred, deadline dates for withdrawal, along with information on services beyond the Buying Pool.

Revision related to Steering:

While not directly related to Steering, it will be good for Steering to know about this portion of the Bylaws as they discuss this issue. Article 4.3 was modified and Article 4.4 created.

3. Annual meeting

While the annual meeting had been considered a joint meeting of the Steering Committee and Board, there was no language in the Bylaws to reflect that.

Revision related to Steering:

Language was added to Article 5.2(b).

4. Electronic meetings/Physical location

The Board, Steering Committee, and other committees/workgroups of WPLC all meet electronically. However, there was no language in the bylaws to allow for that.

In order to ensure that all members of the Board or Steering Committee can fully participate in all meetings, designating a physical location can help when a member has an issue participating in a virtual meeting. The Board discussed this recommendation and agreed that the location of the chair would be the designated location, and that language would be added to the call for agenda and to the agenda itself to share this information, to encourage those planning to attend at the physical location to let the host know, and to let the project managers know if they would like to attend from a different physical location. Because the Steering Committee is a committee of the Board, the language in 5.2(d) would apply to the Steering as well.

Revision related to Steering:

Article 5.2(d) was added.

5. Voting by email

Language was added to allow for written voting by email in-between meetings. However, the Workgroup felt, and the Board agreed, that voting via email should only be done when absolutely necessary and that, in order to pass, the vote would require 2/3 of the body to respond in favor of the motion. If there is much dissention around a topic, it should be discussed at the meeting.

Revision related to Steering:

Articles 5.3(c) and 6.8 were added.

6. Selection of Steering Committee representatives

Language was added to explain how Steering Committee representatives are selected to reflect current practice.

Revision related to Steering:

Language added to 6.2.

7. Proxies

While both the Steering and Board would use the concept of proxies, there was no language in the bylaws to support this practice. The Workgroup discussed notification of proxy and recommended that it be sent to both the chair of the body and the project manager.

Revision related to Steering:

Language added to 6.2.

8. Representation on the Steering Committee

The Board discussed the size of the Steering Committee at a previous meeting, and felt it was appropriate to cap the size of the committee at 25. This was added, along with clarifying how the representation is determined.

Revision related to Steering:

Language added and changed in 6.3.

9. Frequency of meeting of the Steering Committee

Language about frequency of meeting was included in the Bylaws for the Board, but not the Steering Committee. Language was added to make the two bodies parallel.

Revision related to Steering:

Article 6.4 was added.

10. Running of the meetings

Language was added about Robert's Rules to parallel the Board.

Revision related to Steering:

Article 6.5 was added.

11. Quorum

There was no definition of a quorum for Steering included in the Bylaws. This language was added.

Revision related to Steering:

Article 6.6 was added.

12. Tie Voting

There was no language in the Bylaws to address tie votes. While Robert's Rules of order indicate that on a tie vote, the motion is lost, the Workgroup felt it was helpful to add to the Bylaws for both the Board and Steering Committee for clarity.

Revision related to Steering:

Language was added to Article 6.7.

13. Email voting

Because of the infrequency of meeting, there is occasionally a need for a vote to happen in-between meetings. The Bylaws Workgroup felt strongly that this should only be used in cases when the decision was urgent and when there was not likely to be dissension. Language was added to allow such a vote, but with a higher threshold for the motion to pass.

Revision related to Steering:

Article 6.8 was added

14. Officers

A number of changes were made to Article 6.9 related to officers:

- Language was added to explain the duties of the Chair.
- Language was added for a vice-chair who would run the meetings in the absence of the chair and would become chair if the chair resigns. The Board considered making the position a chair-elect rather than a vice-chair, but the group felt that it might be more challenging to find someone willing to commit to a two-year term, rather than a one-year term where they would only be expected to fill in. The Steering Committee is encouraged to think about whether they would prefer a chair-elect to a vice-chair.
- A Nominations Committee was added to parallel the Board and to codify how officers are selected.
- The term of service and language about when the elections occur were also added.

Also, to make this article strictly about officers, language about the Board Liaison was moved to article (6.13).

Revision related to Steering:

Article 6.9 was modified and rearranged to parallel the Board. Article 6.13 was created.

15. Clarification of scope of decisions

To help with some questions about the scope of decision making of the Steering Committee, the phrase “for the Digital Library Buying Pool and the Digital Library” was added to the article.

Revision related to Steering:

Article 6.10 was modified.

16. Board Liaison to the Steering Committee

Two modifications were made regarding the Board Liaison to the Steering Committee:

1. The term of service and language about when the Liaison is selected were added.
2. After discussion with the current Board Liaison to the Steering Committee, the Workgroup, and the Board, all felt it appropriate that the Board Liaison to the Steering Committee be a non-voting members. As it currently stands, the Board Liaison vote is essentially an additional vote for the liaison’s Partner, as the Board does not discuss actions of the Steering Committee or provide guidance to the representative.

Revision related to Steering:

Article 6.13 was modified.

