

## WPLC Bylaws Workgroup

### Proposed Additional Changes to the WPLC Bylaws and other recommendations

7/2017

The WPLC Bylaws Workgroup met on July 17 and July 26 to discuss additional changes to the bylaws. Below are the different revisions that were discussed. The information provided to the Workgroup for discussion is provided first, followed by any discussion the group had about the topic.

#### 1. Tie Voting

*Provided to the workgroup:*

**From Board member:** “We’d also like to suggest language be included that describes how tie votes are handled just so there is no question about how that would be dealt with should it occur.”

**From Stef:** According to Robert’s Rules, “On a tie vote the motion is lost...”. Should we add this language to the bylaws?

*Discussion of the workgroup:*

The group decided to add to the bylaws for clarity. Because the chair would be voting on the motion, they would not cast an additional vote to break a tie.

*Action taken:*

Language was added in Article 5.3(b) and Article 6.7.

#### 2. Adding a vice chair

*Provided to the workgroup:*

**From Board member:** “I suggest under Article 5, 4b that the board also elect a vice chair in case the chair is unable to attend the meeting or resigns.”

**From Stef:** During the course of working on these bylaws, I realized some other potential values for a vice chair (see voting by email below). I’m suggesting we add the language to the Steering Committee as well. I’m also suggesting that we change the Steering Committee language around the Chair to parallel the Board. Right now, it’s all included in one article with less detail.

*Discussion of the workgroup:*

The group felt this was a good idea, but suggested limiting the role to filling in with the Chair is not available. The recommendation for the Steering Committee vice-chair will be brought to the next Steering Committee meeting on September 21st.

*Action taken:*

Language was added to 5.4(b), 5.4(c), and 5.4(d). Article 6.9 was rearranged to parallel the Board and language about vice-chair was added.

### 3. Voting by email

Provided to the workgroup:

**From Stef:** There are times when decisions may need to be made between meetings. Having a process to accomplish this would be valuable for those times! If we add this to the bylaws, the Board should discuss appropriate guidelines for its use.

Discussion of the workgroup:

The group discussed and felt that the language needed to emphasize the timeliness of the decision and also that the vote could be electronic, not just in writing. The group discussed the perils of email voting, especially the inability to have a true discussion and to be able to hear the dissenting voices. The group discussed a supermajority, and felt the language should reflect the need for 2/3 of the Board to respond in favor of the motion in order for a motion to pass. There may be operational guidelines needed to clarify the electronic communications, which the Board can discuss. The group also discussed the need for clarifying how people should vote and included some language to reflect this.

Action taken:

Articles 5.3(c) and 6.8 were added.

### 4. Designating a physical location for the meeting

Provided to the workgroup:

**From Stef:** This came up from Josh K during our discussion of allowing virtual meetings.

Discussion of the workgroup:

The group was comfortable with this addition.

Action taken:

Language added to Article 5.2(d)

### 5. Voting rights of the Board Liaison to the Steering Committee

Provided to the workgroup:

**From Stef:** This issue has come up from Maureen Welch, the current liaison, and was also discussed at the annual meeting. The feeling is that allowing the Board Liaison to vote on the Steering Committee 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.

Discussion of the workgroup:

The group felt that it made sense to make the liaison position a non-voting member, but felt this should be presented and approved by the Steering Committee.

Action taken:

Article 6.13 was modified.

## 6. Proxies

Provided to the workgroup:

**From February Board meeting:** “There isn’t specific language in the bylaws about proxies, which should be added...”

Discussion of the workgroup:

The group supported the idea of proxies. They discussed who notification should go to and decided the email should go to both the chair and project manager.

Action taken:

Language added to Articles 5.3(a) and 6.2.

## 7. Opt Out

Provided to the workgroup:

**From a Board member:** “Additionally, there is no mention of what to do if a single library system wants to leave the consortium. We suggest clarifying the language so that it clearly indicates that if a library system chooses to leave the consortium they are required to leave behind all the materials they have purchased as part of the WPLC buying pool. If a departing partner is able to retain all materials purchased through their Advantage Account, we think that should be specified in the bylaws as well.”

**From Stef:** The “opt out” portion of the bylaws could be separated from Article 4.3 to make it clearer. I would like us to discuss the Advantage materials, especially in light of the new model where a portion of the buying pool will be going to support Advantage.

Discussion of the workgroup:

The group felt the Steering Committee should have a discussion about Advantage collections to make a recommendation to the Board on the topic. Some members expressed the opinion that a member leaving should be able to take their Advantage titles with them. The feeling to keep this clause as dynamic as possible and not be too explicit in the bylaws was expressed. There may need to be a separate document that describes what would happen if a member decides to opt out and the process to do so. The Board could create this document. The document should also include information on any costs and deadline dates on withdrawal and talk about other services beyond the OverDrive collection.

Action taken:

Article 4.3 was modified and Article 4.4 created.

## 8. Dissolution

Provided to the workgroup:

**From a Board member:** “In the section on dissolution we see there is a sentence added about how the digital collection could be transferred to another organization. Ultimately, though, it leaves the details up to the board. Perhaps more detail could be added so it’s spelled out up front.”

- *What areas might be addressed to provide more detail to the dissolution clause?*

#### Discussion of the workgroup:

There are so many possibilities of what dissolution could look like that it will be difficult for the bylaws to address this issue. What will cause dissolution could be outside forces, so allowing for the best solution at the time seems important. The group decided to keep this vague so we can be flexible, as it's difficult to know what may be in place at the time.

#### Action taken:

None

## 9. Weighted voting and quorum question

#### Provided to the workgroup:

**From Stef:** This is the area that is most controversial and one that we will need to continue to discuss at the August Board meeting. I would like our Committee to discuss some potential options to suggest to the Board for their discussion. After our previous Board discussion about this topic, I talked with each of the Partner representatives to try to learn each Partner's thoughts about the topic. I've created a summary of the themes that came out of those conversations and the February meeting for us to use as a starting point for discussion.

#### *The various opinions on weighted voting:*

- Voting should match dollars invested.
  - Because a decision may require more money to be contributed by the larger contributors and would impact them more, they should have more say into the decision.
  - In the beginning, voting was equal in order to get the consortium up-and-running. Now that it's established, it's time for those who contribute more to have representation that reflects their contribution.
  - There should be some acknowledgement of the value that the larger contributors add to the collection.
  - Those paying more are representing more people and should therefore have more weight to their vote.
  
- Voting should stay unweighted.
  - We have always been a body of equals and there is a value to that.
  - In a weighted model, partners contributing more would have more responsibility in decision-making and others might perceive that they could become less engaged as they do not have that level of responsibility.
  - WPLC has not historically had issues with voting. The concerns are coming from a specific vote, and the outcome of that vote may not have been any different with weighted voting.
  - The current model is congressional, with the Board being more like the Senate with equal voting and the Steering Committee being more like the House with weighted voting.

### *Suggestions for specific voting models:*

- At the February meeting, “The group favored the idea of a supermajority, but could not come to consensus about what the super majority would be based upon.”
- The Board voting parallels the representation on the Steering Committee so that both bodies have essentially the same voting structure.
- A motion would pass only if the majority of partners and the majority of contribution agree.
- A motion would pass only if the majority of partners and the majority of population agree.
- Weight on partner share categories or another classification (rather than straight percentage)
- Keep voting unweighted but require a higher threshold for motions to be passed.
- Whatever we do, keep it simple!

### *When would the weighted model be used?*

- The Board expressed a strong desire at their last discussion to have decisions made by consensus whenever possible.
- There were a variety of opinions on when to use weighted voting:
  - Use weighted voting only for setting the buying pool amount.
  - Use weighted voting only for decisions involving money.
  - Use weighted voting only for decisions that use buying pool money (and not those using Board money).
  - Use weighted voting only for decisions related to the digital collection.
  - Use weighted voting only to override decisions of the Steering Committee.
  - Use the same voting formula for everything to keep it simple.

### *Other:*

- The Board has a responsibility to be thinking not just what’s best for each Partner, but also in the best interest of the state.
- There is a need to go back and sell decisions to member libraries. For those want weighted voting, they feel that will be easier to sell a decision if they have more say into that decision, as it’s the libraries’ money. For those who did not want weighted voting, they feel it’s easier to sell decisions to their members if everyone had an equal voice.
- While not directly related to voting, the formula that creates the shares for the non-buying pool contributions may need to be revisited.

### *Discussion of the workgroup:*

At the beginning of the discussion, S. Morrill added another option suggested by Mark Arend prior to the meeting: Changing the partner shares for non-buying pool budget to all be equal. By doing this, each Partner would pay an equal amount for that portion of the budget and would also have an equal vote. The workgroup discussed this idea, along with some others, and came up with the following to suggest as a beginning point of discussion for the Board:

- Partner shares would be equal: Instead of the 1-2.5 range of partner shares, each Partner would pay an equal amount to fund the non-buying pool budget. At the 2018 budget amount, this

would result in each Partner paying \$5,573.44. See the “equal partner shares” spreadsheet for more information.

- Buying pool formula changes would 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.
- A 2/3 majority of votes of the Board would be required to overturn any recommendations of the Steering Committee. If a recommendation of the Steering Committee is overturned, it would be given back to the Steering Committee with an explanation and an opportunity to modify the proposal.
- The Steering Committee representatives and Board representatives would be strongly encouraged to work together and discuss any issues brought to the Steering Committee.
- An action item cannot be proposed and voted upon in the same meeting.

The group felt that these suggestions would increase the amount of consensus needed to make decision. This discussion has raised awareness of the difficult job we have in keeping the consortium running well, and that we have to be thoughtful and careful in the decisions we make.