

Comments received about the bylaws for discussion at the October 2017 WPLC Board meeting

Comments received from Josh Klingbeil:

New 5.3.b

"Most issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. A 2/3 majority of votes of the full membership of the Board is required to overturn any recommendation of the Steering Committee. The Board can return a recommendation to the Steering Committee for further consideration by approval of a simple majority."

Testing with inverse language...

"Not all [actions] will be [approved] by a simple majority." (clarity of cases that may not?)

Recommendation: Expressly clarify coverage of simple majority assent for ALL actions, with express exception(s). Separate this statement from sub-paragraph.

"Except for those actions listed under 5.3(c), all actions shall be approved by the assent of a simple majority."

insert new 5.3(c): List exceptions (eg the Steering Committee recommendations language as it ends up).

"Any recommendation of the Steering Committee is implicitly adopted unless:

- a simple majority of the board assents to return the recommendation to committee for review (this could potentially need to be done perpetually) and/or
 - a 1/3+1 (as few as 4 with minimum quorum of 9) minority is all that is required to ensure implicit adoption of committee recommendations remain effective.
- "

Scenario 1: Steering Committee has enough votes to pass a recommendation to increase buying pool by \$500,000. 6 Board members of 16 think it's a good idea. All six are present along with 5 other board members at a meeting and so it is decided that the recommendation not be overturned (so remains implicitly enacted) and there is not a simple majority present to send it back to Committee for review.

Scenario 2: Steering Committee has enough votes to pass a recommendation to increase buying pool by \$500,000. 6 Board members of 16 think it's a good idea. All board members are present at a meeting where it is decided that the recommendation not be overturned (only 10 of 16 vote yes to overturn - so remains implicitly enacted). A simple majority assents to send it back to Committee for review, but as it was not overturned it remains implicitly enacted while the Steering Committee reviews it for another 2 years.

I get the dilemma on this, and do prefer the Steering Committee to have more autonomy in operational management, but after some hard thinking on this particular language... it opens up a lot of potentially unforeseeable cases with that whole implicit adoption of recommendation by expressly stating that the only way to overturn a recommendation is with a super majority assent to do so.

Recommendation:

Strike this particular language but work to grant authority and autonomy to Steering Committee for managing the operations of the Digital Library.

Reserve appropriations and revenue/fees/other budgeting elements for Board with normal procedures. (eg Steering committee is in charge of running the DL with the funding appropriated, as it sees fit --- If Steering committee requests funding increase, Board can consider that in budget planning).

or

Clarify the intent - include a statement that a recommendation must be expressly adopted by the board, and thereafter that action may only be reversed or overturned by a super-majority. Remove the simple majority to send back to committee language for it's inverse (if a simple majority doesn't approve, it goes back to committee automatically - if a simple majority does approve, THEN only a super majority can reverse it).

The second recommendation fixes the current language/intent (I think) but the first option is preferred, as I think it would ultimately lead to significantly more autonomy for the Steering Committee

[Response to comments from Mark Arend](#)

I don't share Josh's concerns and I think his proposed language seems confusing to me. I say leave it as is.

[Response to comments from Heidi Cox](#)

I am fine with the first recommendation. For the second recommendation, I think that if anything needs to be changed then we need to clarify intent. I strongly believe that a process should be setup in the bylaws. If in the future the board and/or the steering committee comes up with a different way to grant the Steering committee more autonomy then the bylaws could be changed. Without knowing what the "way" is, I don't think it's a good idea to strike the language completely.

[Response to comments from Dale Cropper](#)

If I recall the original intent of this clause was to make sure that the recommendations of the steering committee could not be overturned unless there was 2/3 majority to do so. Can the language of the by-laws be clarified to reflect that viewpoint? I think where it gets confusing is the clause about the simple majority vote, returning the item back to the steering committee for reconsideration. Perhaps all steering committee recommendations should be subject to the 2/3 test. If the recommendation fails, then the board could decide to allow steering to reconsider with the majority voting yes. Anyway, those are my thoughts.