

**Society of American Archivists
Council Meeting
March 17, 2021
Virtual Meeting**

Proposed Revisions to the SAA Constitution and Bylaws
(Prepared by Eric Chin, Mario H. Ramirez, Meg Tuomala, and Felicia Owens)

BACKGROUND

Each year, second-year Council members are tasked with reviewing a portion of the SAA Governance Manual. This year, the Council agreed that election procedures and petition logistics should be reviewed, and that procedures for conducting the annual business meeting should be updated.

Initial proposed revisions to the constitution and bylaws were put forward at the Council's November 2020 meeting; see agenda item [1120-IV-B-ConstBylawsRevisions](#) for more information.

DISCUSSION

Second-year Council members Eric Chin, Mario H. Ramirez, and Meg Tuomala worked with SAA Governance Program Manager Felicia Owens to review the Governance Manual. During this review, we:

- Conducted a close reading and discussion of the current constitution and bylaws, procedures, and membership numbers;
- Reviewed notes taken at the SAA Bylaws and Constitution reading groups held in Spring/Summer 2020;
- Sought advice from Nancy Beaumont and Felicia Owens, especially regarding election and Annual Business Meeting procedures;
- Consulted with other professional associations and received feedback on the numbers required for petitions, specifically regarding changes to ballots (see Appendix B);

- Researched and evaluated SAA’s history of past changes to election and petitioning requirements and procedures, and reviewed election procedures in place at allied professional associations (e.g., ACA, OHA, AMIA, and ALA) (see Appendix B); and
- Sought, received, and reviewed member comments on the proposed revisions (Appendix C).

Based on this review, and subsequent feedback received by members during the comment period, we are recommending one notable change: That the Rules of the Business Meeting (SAA Bylaws, Section 10) be updated to provide flexibility for virtual meetings. Holding the 2020 Annual Meeting virtually demonstrated the necessity for this flexibility, as does the decision to hold the 2021 conference virtually.

Minor revisions were made to the constitution and bylaws to align with these changes and to decouple member referendums with timing of the SAA Annual Meeting, bringing the documents fully into alignment with approved changes from October 2016.

We are also recommending some general updates of the bylaws, such as replacing references to mail ballots and voting to electronic ballots and voting, and striking “roundtables” from lists of organizational units.

See Appendix A for a copy of the current SAA bylaws and constitution with exact revisions noted by underlining for additions and strike-through for deletions.

Some pros and cons of these proposed changes follow.

Pros:

- Increased flexibility in holding the annual business meeting.
- Language brought up-to-date regarding election procedures and current affinity group practices.

Cons:

- We have not found a way to confirm a quorum of 100 members virtually, which is required to hold the meeting in-person and vote on business. However, we have for years now intentionally moved any significant votes to all-member referendums to ensure no member is disenfranchised simply because they could not attend the meeting.

Councilors will note the previously discussed changes of increasing the number of signatures required for a petition to place a member on the ballot from fifty (50) individual members to 5% of eligible voting members (SAA Bylaws, Section 5. Election of Officers and Councilors) have been placed on hold.

Comments from members—as well as additional research into SAA’s history of election and petition procedures and what some of our allied professional organizations do—highlighted the need for additional research, discussion, and consideration before placing this for a member referendum vote. We’re not sure 5% is the right number, and we do not want this change to be

seen as reactionary to the petition of January 2020 to put an additional Vice President/President-Elect candidate on the ballot. While that did prompt us to take a close look at election and petition procedures, it is not the driver for suggesting a change to the current signature requirement.

We will continue the discussion on this issue, and current second-year Councilors (Chin, Ramirez, Tuomala) will work closely with rising second-years (Curley, Mosley, and Winston) to ensure smooth handoff.

APPROVING AMENDMENTS

Given the nature of these proposed revisions, the bylaws can be amended either by a two-thirds vote of the Council or a two-thirds vote of the full membership in a referendum. Per the SAA bylaws:

IX. BYLAWS

1. Adoption or amendment of bylaws as specified below may be made either by a two-thirds (2/3rds) vote of the Council or by a two-thirds (2/3rds) vote of those members voting in a referendum conducted according to the bylaws of the Society.
2. The Council is authorized and directed to prepare, adopt, or amend such bylaws as may be desirable to regularize the administrative practices of the Society.

The review group discussed these options and recommends that all the proposed revisions put forward now be voted on by the Council. We do not believe the proposed changes to be significant enough to warrant a member vote, as they are administrative in nature, the purpose being to allow us to flexibly conduct Society business in today's virtual working and meeting environment.

RECOMMENDATION

THAT the proposed changes to the SAA Bylaws and Constitution (as detailed in Appendix A) be approved.

Support Statement: The proposed changes will allow much-needed flexibility when holding the Annual Business Meeting in a virtual setting, and will bring the constitution and bylaws fully into alignment with approved revisions and decisions from recent years.

Fiscal Impact: None.

Note that, for clarity and ease of navigating this document, it includes only those sections with proposed revisions.

Bylaws of the Society of American Archivists Proposed Revisions, March 2021

5. ELECTION OF OFFICERS AND COUNCILORS

A. There shall be a Nominating Committee composed of five (5) members, two (2) of whom are selected at the spring meeting of the Council from among the councilors in their second year of service and three (3) of whom have been elected by the membership. The person receiving the most votes in the election by the membership shall serve as chair. In the event of a tie vote, the chair shall be appointed by the Vice President / President-Elect from among the three (3) elected members of the Committee.

B. The Nominating Committee shall canvass the membership for suggestions of possible nominees for the offices of Vice President, Treasurer, councilors, and Nominating Committee. The tabulated results of this advisory canvass shall be made available to any member of the Society upon request. The Nominating Committee shall try to achieve a broadly based, diverse governing body.

C. The Nominating Committee shall put forth a minimum of two (2) nominees from the eligible membership for each vacancy. The Nominating Committee shall notify the membership of the names of the nominees **via the SAA website and** through the January/February issue of the Society's newsletter. An eligible member may also be placed on the ballot by submission of a petition signed by fifty (50) individual members. Such petitions must be received in the executive office by February 10.

D. The Nominating Committee shall issue an official ballot containing names of the candidates whom it has named, the candidates who have been nominated by petition, and blank space for write-in candidates. The ballot shall be accompanied by brief biographical sketches of the nominees and responses to questions posed by the nominating committee. Candidates may add a brief statement of the issues facing the Society and how they intend to deal with those issues.

E. Ballots shall be distributed to all eligible voting members according to a method and schedule approved by the Council. If no candidate for a vacancy receives a plurality of at least forty (40) percent of the membership voting, the Nominating Committee will conduct a run-off **election via mail ballot** under terms determined by the Council. In the event of a tie vote for the office of

Vice President, both candidates will be deemed to have been elected and will serve successive terms. The Council will determine by lot which candidate will serve as Vice President in the first and as President in the second year. The other candidate will serve as Vice President in the second year and as President in the third year. In the event of a tie vote that affects the outcome of the election for any other office, the Council will determine by lot which candidate will serve.

F. All votes shall be tallied by at least three (3) individual members of the Society. The ballots and the tabulated results shall then be given to the Executive Director who shall immediately notify all candidates of election results. The names of the new officers, councilors, and members of the Nominating Committee shall be published online and in the next issue of the Society's newsletter and announced publicly at the annual business meeting. A member may obtain the vote count from the executive office of the Society.

G. In filling a vacancy for any councilor or officer other than the president under the terms of Article V., Section A.2.a., of the constitution, the Council shall balance the will of the voting membership expressed in the most recent election cycle, the need for familiarity with issues being addressed by the Council, and the amount of time remaining in the term of the vacancy to be filled.

6. ORGANIZATIONAL UNITS

A. Except as otherwise specified in the constitution and/or bylaws, committees, boards, task forces, working groups, sections, ~~roundtables~~, and other units shall be created and terminated by the President with the advice and approval of the Council. Chairs of committees, boards, task forces, and working groups shall be appointed by the Vice President / President-Elect for terms of one year and may be appointed to a maximum of three consecutive terms except for such bodies for which the term and means of selection of chair are otherwise specified in the constitution and/or bylaws of the Society. Each committee, board, task force, working group, or other unit shall have guidelines approved and amended as necessary by the Council that set forth its purpose, size, composition, means of selection and length of terms of members and chair, reporting procedures, and duties and responsibilities. Each section shall select its own leaders and shall adopt standing rules bylaws defining its own governance provided that no section standing rules-bylaw may be in conflict with the constitution, bylaws, or guidelines of the Society. ~~Each roundtable shall select its own leaders and shall operate in accordance with guidelines approved and amended as necessary by the Council.~~

B. Student chapters may be initiated in academic institutions and approved by the Council. Each student chapter shall select its own leaders and adopt bylaws defining its own governance,

provided that no student chapter bylaw may be in conflict with the constitution, bylaws, or guidelines of the Society.

8. GUIDELINES

The Council is authorized and directed to prepare, adopt, or amend such administrative guidelines, policies, and procedures as may be desirable to regularize the functions and operations of the Society's committees, task forces, boards, sections, roundtables, representatives, awards, programs, and other activities. Adoption or amendment of a guideline requires approval by a majority of the Council. No part of the guidelines may conflict with the Society's constitution or bylaws. The guidelines shall be maintained by the Executive Director, and a copy of the current guidelines shall be available to any member upon request to the Executive Director.

10. RULES OF BUSINESS MEETING

At the beginning of the Society's annual business meeting, the President shall present the following rules for adoption by a majority vote of those members present and voting. Once adopted, the rules may be suspended or amended only by a two-thirds (2/3rds) majority of members present and voting unless such suspension or amendment conflicts with the Society's constitution or bylaws. Notice of the rules of the business meeting shall be made in writing to all meeting attendees registrants through their registration packets.

- a) Full members, student members, and honorary members may vote at the Society's business meetings. Each institutional member may identify a primary contact person who is eligible to vote.
- b) In any question of the membership status of an individual, the executive office roster of members for the month in which the annual meeting begins will be definitive.
- c) All members may participate in discussions at the business meeting.
- d) Nonmembers may speak by general consent of the membership; if a member calls into question the participation by a nonmember, the chair will ask for a vote by the members present. A simple majority will provide consent to speak.
- e) Persons seeking recognition from the chair shall identify themselves for the record, giving their names, institutional or other affiliation, and whether they are members or nonmembers.
- f) One hundred (100) individual members constitute a quorum.

g) Debate shall be limited to five minutes for each speaker; no speaker may have the floor twice until all who wish to speak have spoken.

h) All resolutions to be brought before the business meeting for action shall be submitted in writing to the Executive Director no later than noon of the day preceding the business meeting and shall be available to members at the meeting. Resolutions from the floor may be considered by majority vote, except as required by the Constitution.

i) At the beginning of the meeting the President will announce the agenda, call for additions or amendments, and call for a vote to approve the agenda. After the agenda has been adopted by the majority of the members present and voting, it can be departed from only by the general consent or by two-thirds vote if any members request a vote.

j) Proxy votes are not permitted.

k) Should the business meeting be held virtually, where a quorum of eligible voting members cannot be confirmed nor an official vote taken, the rules of the business meeting shall be waived. Resolutions or other business brought forward by members will be handled separately as deemed appropriate by the Council and in accordance with the SAA constitution and bylaws.

kl) Aside from the rules above, Robert's *Rules of Order* (latest revised edition) will govern the business meeting.

11. MEMBER REFERENDA

A. Member dues changes and resolution of motions filed with the Executive Director in accordance with Article IX or Article X of the Constitution shall be determined by member referendum.

B. The Council Executive Committee shall review and approve a [briefing paper](#) prior to the constitutionally specified distribution date for presentation of the motion for dues changes and constitution or bylaws amendments at the Annual Meeting.

C. Copies of proposed member dues changes, constitution or bylaws amendments, and briefing papers, prepared by the proposer(s) and/or by the Executive Director in accordance with Council guidelines, shall be distributed in accordance with Articles IX and X of the Constitution and shall be presented at the annual business meeting. Presentation shall include information regarding the timing of the referendum on the proposed dues change or amendment, as specified in F. and G. of this bylaw.

D. All members shall be given the opportunity to participate in discussion and debate on items presented for referendum.

E. Notice of the referendum, along with copies of the documents specified in C., shall be distributed by the Executive Director according to a method approved by the Council to eligible voting members.

F. For dues changes and amendments proposed under Articles IX. and X. of the constitution that are determined by the Council to be time sensitive, the notice of the referendum specified in E. shall occur no more than thirty (30) days after the meeting at which the motion is presented. Ballots shall be distributed to eligible voting members according to a method approved by the Council no fewer than sixty (60) days and no more than ninety (90) days after the meeting.

G. For amendments proposed under Articles IX. and X. of the constitution that are determined by the Council not to be time sensitive, the notice of the referendum specified in E. shall occur no fewer than sixty (60) days prior to the availability of ballots for the annual election of officers, councilors, and elected members of the Nominating Committee. The referendum on such amendments shall be included as part of this annual ballot.

H. Approval of motions shall be determined by a majority vote for dues changes and by a two-thirds (2/3rds) vote for proposed amendments to the Constitution and Bylaws of those members voting in the referendum, provided that at least ten (10) percent of the eligible voting members shall have voted. A member may obtain the vote count from the Executive Director.

As amended November 3, 2006; August 10, 2009; August 27, 2011; June 3, 2016; October 28, 2016; March 2021.

Constitution of the Society of American Archivists Proposed Revisions, March 2021

VII. RECORDS

The records of the Society, of the Council, and of other units of the Society shall be preserved by the officers, Councilors, the Executive Director, and unit chairs, and shall be promptly turned over by them to their successors. Noncurrent records shall be appraised by direction of the Council upon recommendation of the Society's archivist, those records of continuing value shall be placed for preservation in the Society's official archives, and the Council shall determine a policy of access to these records.

VIII. PUBLICATIONS

When funds are available, the Society shall publish a journal, a newsletter, a membership directory, and ~~other~~ such ~~other~~ publications as the Council may designate. All categories of membership shall be entitled to receive the journal, ~~and~~ newsletter, and ~~access to the~~ membership directory and subscriptions ~~to the periodicals~~ shall be accepted from others at such rates as may be directed by the Council.

IX. BYLAWS

1. Adoption or amendment of bylaws as specified below may be made either by a two-thirds (2/3rds) vote of the Council or by a two-thirds (2/3rds) vote of those members voting in a referendum conducted according to the bylaws of the Society.
2. The Council is authorized and directed to prepare, adopt, or amend such bylaws as may be desirable to regularize the administrative practices of the Society.
3. Amendments to the bylaws may be recommended by a majority vote of the Council or proposed in writing by at least 5% of the eligible voting members of the Society. Amendments to be voted on by member referendum must be filed with the Executive Director at least sixty (60) days prior to the ~~Annual Meeting~~ ~~conduct of a member referendum~~. Copies of the proposed amendments shall be distributed by the Executive Director according to a method approved by the Council to eligible voting members at least thirty (30) days in advance of the ~~Annual Meeting referendum~~ at which they are to be presented.
4. A copy of the current constitution and bylaws shall be published on the Society's website and shall be available to any member upon request to the Executive Director.

X. AMENDMENTS

Amendments to this constitution may be recommended by a majority vote of the Council or proposed in writing by at least 5% of the eligible voting members of the Society. All amendments must be filed with the Executive Director at least one hundred (100) days prior to the ~~Annual Meeting~~ ~~conduct of a member referendum~~. Copies of the proposed amendments shall be distributed by the Executive Director according to a method approved by the Council to eligible voting members at least sixty (60) days in advance of the ~~Annual Meeting referendum~~ at which they are to be presented. Amendments may be adopted by a two-thirds (2/3rds) vote of those members voting in a referendum conducted according to the bylaws of the Society.

As amended August 1997, August 2010, August 2011, October 2016. ~~March 2021~~.

SAA Archives: History of SAA Constitution and Bylaws

January 2020

(Prepared by Abigail Nye, SAA Archivist)

In the July/October 1972 issue of the American Archivist, they go into detail about the extensive changes to the constitution and bylaws. By 1977, the "three percent of the total individual membership" was changed to "50 individuals."

<https://americanarchivist.org/doi/pdf/10.17723/aarc.35.3-4.u2lh5232m66730m1>

Article 7 of the bylaws describes the composition and functions of the Nominating Committee and outlines electoral procedures. Following the advice of the Committee for the 1970's to rewrite the entire article, the Council recommends a new bylaw containing these provisions:

There shall be a nominating committee composed of five members, two of whom are the retiring members of the council and three of whom have been elected by the membership. The president shall appoint the chairman from among the three elected members.

The nominating committee shall canvass the membership for suggested nominations. The tabulated results of the canvass shall be made available to any member upon request.

The nominating committee shall avoid any semblance of prejudice when evaluating candidates for office. At the same time, the nominating committee shall try to ensure a broadly based governing body by considering such factors as area of archival interest, age, sex, geographical location, nationality, and race in its selection of nominees.

The nominating committee shall put forth a minimum of two nominees for each vacancy, including a minimum of two nominees for each vacancy on the nominating committee itself. A member may also be placed on the ballot by submitting a petition which three percent of the total individual membership has signed.

The nominating committee shall issue an official ballot containing the candidates whom it has named, the candidates who have been nominated by petition, and blank spaces for write-in candidates. The ballot shall also include brief biographical sketches of the nominees. A candidate may place on the ballot a statement of the issues facing the Society and how he intends to deal with them.

Ballots shall be mailed to all individual members two months before the annual meeting. The ballots shall be returned to the nominating committee no later than one month before the annual meeting. The nominating committee shall tally the votes and shall then send the ballots and the tabulated results to the secretary. All candidates for office shall be notified immediately of the election results. The names of the new officers, council members, and members of the nominating committee shall be announced publicly at the annual meeting. Any member may obtain the vote count from the secretary's office.

This new article of the bylaws departs in some respects from the bylaw suggested by the Committee for the 1970's. Because the committee believes that the Nominating Committee should be directly responsible to the membership, it wants to revoke the present provision allowing the two outgoing Council members to serve on the Nominating Committee. The Council, on the other hand, thinks that the Nominating Committee can profit from the presence of the two Council members. During their term on the Council, they become acquainted with those members who are playing an active part in the Society's affairs, so that the two outgoing Council members are well qualified to evaluate the people who have been recommended for office. The Nominating Committee will still be accountable to the general membership, for three of its five seats will be filled by election.

Research on Election Procedures from Allied Organizations

January 2021

(Prepared by Meg Tuomala)

I've been taking a look at procedures on nominations, petitions, and elections from associations similar to SAA in case comparison is helpful (some member comments indicated it might be). Here's what I've found:

Association of Canadian Archivists

Governance Committee is charged with soliciting candidates for the board and officers. There is no process for petition to be included on the ballot, but there is a sponsorship requirement of 5 member signatures/sponsors to be nominated. They also allow for nominations from the floor of their Annual Business (they vote after their business meeting) that requires 2 nominators/sponsors.

ALA

Nominating committee sets ballot. Other nominations are by petition of 200 members (for President and treasurer) and 25 members for Councilors.

Association of Moving Image Archivists

Election committee sets provisional slate, and members may use petition process to add candidates to the slate. Candidates being nominated by petition require 10 petitions of support/member signatures. Members may not sign more than two petitions. The window of when the slate can be petitioned is three weeks.

Oral History Association

Nominating Committee sets ballot, accepts nominations made by petitions carrying at least 20 signatures of members.

Election Procedures from Other Professional Associations September 2020 (Prepared by Felicia Owens)

QUESTION

Felicia Owens, SAA Governance Manager, issued the following question to the Association Forum message boards (All Members and Governance special interest groups) on September 29, 2020:

I have a question about general elections and petitions to add a candidate to the ballot. Currently, our Nominating Committee slates candidates for all ballot positions. According to our constitution and bylaws, if a member would like to add an additional candidate not chosen by the Nominating Committee, they can submit a petition with minimum 50 signatures (of current members) to add the new candidate to the official ballot. For reference, our organization is approximately 6,000 members.

Our leaders would like to revise the constitution and bylaws to change this process, namely by increasing the number of petition signatures required. Do any of your organizations have a similar petition option? If so, how do you determine how many signatures are required? I'm also open to other models, if you have an alternative system/procedures that are working well.

Thank you for any and all insight!

Best,
Felicia

RESPONSES

Responses are anonymized, as they were posted on a private association listserv and respondents did not explicitly consent to sharing their comments publicly.

We have a similar slate process. Once the slate is selected we inform the membership of the candidates and we give the members 15 days from the date of announcement to submit additional nominations. Additional nominations must be supported by a petition endorsed by at least 10% of the Association's voting members.

Below is the language from our bylaws:

PUBLICATION OF SLATE AND NOMINATION. The leadership development committee's recommended slate shall be announced to all members promptly upon receipt by the Association. The voting members shall have fifteen (15) days from the date the leadership development committee's slate is announced to submit additional nominations to the Immediate Past Chair. Such additional nominations must be supported by a petition endorsed by at least ten percent (10%) of the Association's voting members.

Since this change was a bylaws change, the CEO decided to choose a percentage verses a set number of members so as membership increases so does the ability to meet the threshold. She also wanted to make certain that person could not just acquire signatures from just their state to meet the threshold to ensure that large state (chapters) could not control any decision made by the Leadership Development Committee. At the time she looked at other associations that had transitioned to a slate and determined 10% to be reasonable and potentially obtainable.

At previous associations I worked with, the threshold was set at 2% or 2.5% of all eligible voting members, which raises the bar compared to your current bylaw but doesn't appear unreasonably. Generally those organizations had 5-7% participate in voting.

Similarly, our Nominating Committee screens all nominees and develops a ballot for our Board and Presidential election. But we also allow nominees who are not selected by the Nominating Committee to secure a ballot spot by petition.

The number of petition signatures required is set at 10% of the number of election ballots cast in the previous year's election. We typically have an election turnout of about 5,500 - 6,000 ballots cast, so the number of petition "signatures" required is around 550 - 600. The petition

window is open for about 30 days after the Nominating Committee's slate is announced. We use our election vendor for the petition process as well, allowing voting members to log in and submit support for the petitioners electronically. This allows us to finalize the ballot 3 to 4 weeks before the election window opens.

You generally want to set the signature count very high and difficult to reach as the write-in process circumvents the nominating committee process, vetting, and other considerations. You really don't want write-in candidates - you ideally want candidates to follow the nominating process that was likely well thought out.

Our elections work similarly - candidates can be nominated by petition. Rather than a specific number, our bylaws specify a percentage of the voting members.

Here's the language in our bylaws:

"A nominee not announced by the Nominating Committee must include the signatures of at least 5 percent of the voting membership on the petition."

**Society of American Archivists
SAA Constitution & Bylaws
Member Comments – December 2020**

News item posted on the SAA website on December 7, 2020, here:

<https://www2.archivists.org/news/2020/call-for-member-comments-revisions-to-saa-constitution-and-bylaws>.

Note that responses have been anonymized, as staff presume that respondents who submit comments via email, rather than publicly commenting on the news item webpage, prefer to remain anonymous.

Emailed to SAA HQ

I support the proposed changes to the SAA constitution and bylaws.

Hello!

I just wanted to provide brief feedback on the proposed Constitution and Bylaws update. My only area of concern/feedback is in 10K, re: the virtual meeting. Technically, it shouldn't be difficult to confirm a quorum by attendance tally and it might be relatively more easy and accurate to do online voting by in-Zoom surveys during the meeting. All to say, I appreciate the flexibility this current version is trying to get at, but I think online meetings can actually be more effective than they are anticipating. Thanks for your consideration! Take care.

I am writing to comment on the proposed revisions to the SAA Constitution and Bylaws.

Regarding the change of the threshold to place an eligible SAA member on the ballot to stand for Officer elections through a member-driven petition, I would like to offer a suggestion. The proposed revision of making the threshold a percentage of the constituency as opposed to a flat number makes perfect sense. However, I believe that the constituency from which to develop that threshold should not be "five percent of eligible voting members of the society," but rather "five percent [or another figure] of the total number of votes cast for the seat of Vice President in the previous election." The percentage of the total number of votes cast in that election is a simple shorthand for saying, "a percentage of those members who are likely to vote in the society's next election." From what I understand, the percentage of membership that votes in the SAA Officer elections each year is relatively stable and one year's turnout would, therefore, be a good predictor of the following year's participation.

My reasoning is that in any constituency of eligible voters, there is a subset of that constituency that is not engaged in the governance of the group. This is not a bad thing – many members of SAA find the benefit of their membership to be the publications, the information shared on the listservs, or the education offerings; they are not interested in the governance or machinations of the society. That is their prerogative and we should value those members for their participation in the society in the way that best fits their life and career goals. This is similar to how citizens interact with their governance at the local and state levels: some of us simply pay our taxes and then drive on publicly funded roads and send children to public schools—we are not engaged with the governance, but we are a member of the constituency. Others of us participate in elections to choose our policymakers, we sign petitions for citizen-driven initiatives, and we send letters to the editor with our policy opinions—we are engaged with governance. This is why, in states with citizen-driven initiatives/referendums, the threshold is often some percentage of the total number of votes cast in the previous statewide gubernatorial election, i.e., a percentage of those who are likely to vote in the next election. For reference, please refer to [Arkansas](#), [California](#), and [Michigan](#) as examples (links point to Ballotpedia).

I suggest that SAA follow the example of existing democratic frameworks that many members will be familiar with. This will ensure that the yardstick against which we measure the threshold for member-driven Officer nominations will be those members who are likely to vote. For those who do not find being involved in the governance of SAA to be part of the benefits they derive from their membership, I believe it would be unfair to ask that five percent of this subset of members participate in a process in which they do not wish to be involved.

Please let me know if there is anything I can clarify or if you would like to discuss my suggestion further.

Hello Colleagues -- I think that these are reasonable changes to the Bylaws and Constitution. I have no suggestions on the proposed changes.

I would, however, like to ask if the second year Councilors had considered the Bylaws 5A

- A. There shall be a Nominating Committee composed of five (5) members, two (2) of whom are selected at the spring meeting of the Council from among the councilors in their second year of service and three (3) of whom have been elected by the membership. The person receiving the most votes in the election by the membership shall serve as chair. In the event of a tie vote, the chair shall be appointed by the Vice President / President-Elect from among the three (3) elected members of the Committee.

I have served as both a nominating committee chair, and as a council liaison to the nominating committee. In both of these circumstances I have wondered if having the person receiving the most votes of elected nominating committee members serve as Chair is a good idea (yes, even when that Chair was me). While I understand the desire to draw new members into positions of responsibility in the organization, I question whether this particular practice serves the organization. We often bring relatively new people onto the Nominating Committee, with minimal service. Asking the person who received the most votes to serve as Chair seems to be valuing popularity above experience.

In the positive side of the balance, having new members on the Nom Com is extremely important. It brings perspective from the new members of the organization; generates involvement with those who wish to participate in SAA's governance; and draws a wider, more representative circle of people into our volunteer, participatory governance. This is all critical, and should not be compromised.

Established Council Liaisons also bring critical input, sharing broad networks of colleagues (often both newer and long-term individuals); providing deep connections to Sections and Committees; and sharing a comfort level in contacting and communicating with both new and long-term members. They also bring experience in chair positions and shared governance of the organization, and an understanding of process within the organization which can prove helpful in knowing how to address questions or concerns. This is also critical, and should not be compromised.

I would argue that assigning a very new member to chair the committee based on votes does not place value on this depth of experience, or consider time commitment, which are also critical in chairing the committee that makes the decisions about who shows up on our ballots.

It seems that we need a solution that allows us to maintain participation and input from new members, while drawing more completely on the skill set of long-term members. I would suggest one potential solution:

Membership selects the members to the Nominating Committee as we normally do – three individuals elected from the membership; two appointed Council representatives. Then, the first order of business for the Committee would be to select its own chair. This would not have to be a Council representative, but could be anyone on the Committee; simply allowing the process of selection to reside within the Committee would allow the committee members to discuss and fully consider who is best suited to the Chair position for that year, taking skill set, the time commitment necessary to chair, and experience into consideration.

There may be other solutions, and perhaps the Council has already considered this and is working on something. If there is anything I can do to assist in the further consideration of this process, please feel free to let me know. Thank you for the work you've done, and your commitment to continuing to refine SAA's governance.

I think the 3 notable changes recommended by Council are excellent recommendations. Thank you Council for all of your hard work to keep our governing docs up to date and more representative of the membership.

From: [MEMBER]
Sent: Tuesday, January 5, 2021 11:11 AM
To: SAA Headquarters <saahq@archivists.org>
Subject: Recommended bylaw change

Council is recommending the following:

The number of signatures required for a petition to place a member on the ballot from fifty (50) individual members to 5% of eligible voting members. (SAA Bylaws, Section 5. Election of Officers and Councilors)

In reviewing the background information, second year councilors noted:

This percentage was also recommended by other professional associations, as found in Felicia's query to the Association Forum listserv.

Can we see all the responses to the query? I would like to know how many responses were received and the breakdown of the answers. Did the majority of respondents indicate 5%? States generally vary from 1%-5% for adding names to ballots, so I'm curious about the responses you received. That will help me understand your recommendation.

Thank you for your work.

From: Meg Tuomala
Sent: Wednesday, January 6, 2021 2:53 PM
To: [MEMBER]
Cc: Eric Chin, Mario Ramirez, and Felicia Owens
Subject: RE: Recommended bylaw change

Hi [MEMBER],

Thank you for your inquiry. I am happy to respond on behalf of my fellow second year councilors and Felicia (cc'd) to your request, and am attaching the compiled responses/comments. After reviewing, would you be able to share any further comments with us by Friday, Jan 8?

We do ask that you not share this document publicly, in respect to the Association Forum members who shared these comments on a private listserve.

Thank you,
Meg
Meg Tuomala (she, her, hers)
Lead, Access & Outreach

From: [MEMBER]
Sent: Thursday, January 7, 2021 11:41 AM
To: Meg Tuomala
Cc: Eric Chin, Mario Ramirez, and Felicia Owens
Subject: RE: Recommended bylaw change

Thank you Meg for the opportunity to review the responses. I understand that of those who responded more said 5%, but personally, since states range from 1%-5% in the percentage of signatures required to get a name on the ballot, I am partial to a mid-point of 3%.

In reviewing the responses, I came up with another question for your consideration that is more important to me than the 5% figure. You state the requirement of needing signatures from 5% of eligible voting members. In the background information, you note that current SAA membership is 5655. Are all of those members eligible to vote? Some of the other associations apply their percentages against the number of members who voted in the last general election (as do many states). Last year 24% of membership voted, which totals 1357 members. If we use that number instead of eligible voting members, the numbers of signatures required under the new language would be 67. Did the group think about this as an alternative and if so, what was the logic behind opting for eligible voting membership rather than members who actually voted.?

Thank you for the opportunity to comment. You are doing important work for SAA.

From: Meg Tuomala
Sent: Friday, January 8, 2021 10:25 AM
To: [MEMBER]
Cc: Eric Chin, Mario Ramirez, and Felicia Owens
Subject: RE: Recommended bylaw change

Hi [MEMBER],

Thank you for these thoughtful questions. Through our review and revision, we were intentionally researching and modeling with other professional associations, which we believe to be more analogous to our election process than state and local government election processes. But others who have submitted comments have raised this question as well, and the group will take serious consideration of this as we move into the next phase of review/revision.

Yes, the membership number in the background document was specifically those members eligible to vote. The only membership category that is not eligible to vote are [associate members](#), a standard practice across most associations as this member tier is intended for allied professionals or other interested parties not directly working in the specific profession.

Again, thank you for your time and attention to provide this thoughtful feedback on the SAA Constitution and Bylaws. We will keep all members informed of next steps and any further changes to these proposed revisions.

Meg

Re: the [proposed amendments](#) that reference percentage of eligible members, is this eligible members at the time the petition or resolution is submitted? Where can one easily obtain this information, since presumably membership is a frequently fluctuating number?

Thank you.

Colleagues:

As someone has spent virtually all of my archives career as a member of bylaws and constitution committees and having participated in major re-writings of organization bylaws and constitution, including the SAA's as well as that of one of its Sections, I read the proposed changes with interest. Overall, while I might disagree with some specifications, I agree with the thrust of just about all of them. However, I am disappointed that as an organization of archivists, did not seem to be evidence of any historical examination as part of the process of developing the proposals. Looking at some other organizations is ok, but we should have looked carefully at our own. What was adopted in the past cannot bind us from changing what was written in the past, but without examining why this or that rule was created or how it played out, then we really devaluing whatever it is we are trying to do now. Is not this looking to the record of the past what archives are supposed to be about?

0. Maybe I missed it, but if you have not already planned to do so, the voting on the proposals needs to be broken down into reasonably specific separate provisions rather than presenting us with a simple up or down vote. I believe that past practice has been to have the votes subdivided section by section or article by article plus one "editorial/cleanup" bundle that groups together things that are being updated to change terminology or cross-cutting provisions. SAA members deserve to be able to express their views in a faceted way.
1. Most important, there appears to be a problem with the effort to amend the constitution. According to current language in Article X of the Constitution the timing of the presentation of amendments to the Constitution is solely connected to the Annual Meeting. The reference in the closing sentence of Article X to "voting in a referendum" might have been assumed to support the current proposal to do revisions via a mail ballot, but the clause reads very oddly as afterthought that seems like a wobbly leg of the table on which a new governance mode is to be put forward. If that sentence had been intended to create the authority for how the constitution can be amended, it would have been placed in first sentence of Article X where the traditional minimal standards for amendments are stated. Moreover, the final sentence of Article X seems to be a rather unlikely way to empower of how a vote can be taken on Constitutional amendments since it lacks a reference the size of the majority needed to change the constitution. Perhaps this is a matter of poor drafting when the final sentence was added, and maybe some textual examination of the history of changes to Article X would clarify this issue. Nevertheless, with the current tension in language of Article X, I am concerned that putting through any constitutional changes based on the use of the word "referendum" could create opportunities for future membership challenges of actions SAA takes if not also legal vulnerabilities for the Society. It may be inconvenient to have to wait until 2020 to change the constitution, but efforts to rush the process through an unauthorized referendum/electronic vote will only make waste of the haste. Thus, I think SAA and Council are ill-advised to proceed

with making any changes to the Constitution via the suggested vote with the 2021 candidate ballot.

2. Although I noted that I would support creating a mechanism so that constitution and bylaws changes can be made other than at the Annual Meeting, it is not without concern if that were to become the common way. In any organization, when amendments to governing documents or resolutions are put forward for membership approval, standard parliamentary procedure calls for there to be the opportunity for amendments from the floor. By moving action on amendments to a referendum, the membership is losing the right to be able to shape the proposals and to engage in substantive debate via amendments. Ideally, if we are to allow amendments by referendum, there should be a means to allow amendments to be submitted, debated, and voted on before a final vote on the amendment(s) themselves. That could end up being a rather complicated process, so perhaps the diminution in membership rights of debate on core governing documents that would happen by going to a referendum, could be mitigated by specifying that the referendum would only be used in exceptional cases or in the case where it is merely a final vote on something that had been presented to the membership for discussion, debate, and amendment at the Annual Membership Meeting preceding.
3. It is a good idea to change the calculus for the minimum number of members needed for a resolution for nominations by petition from a specific number to a percentage of the membership. However, the current proposal needs to be refined by specifying the time at which the size of the membership is counted. E.g., it should say something like “submission of a petition signed by n % of eligible voting members as of the conclusion of the prior Annual Meeting”. (Some other time could be used but something needs to be specified here.)
4. The change of the threshold for membership resolutions from 1 to 5 % for membership resolutions is anti-democratic and at odds with the inclusiveness that has characterized SAA’s approach to member resolutions.
5. I also believe that the change of the threshold for nominations by petition from 50 members to 5% of members is too radical and antithetical to the inclusiveness that was the reason behind having the possibility of nominations by petition. Using a percent for establishing the threshold is clearly the correct way to go. But this would be a change by a factor of more than five. If there is desire to not only make the threshold reflective of the increasing and decreasing size of SAA, that’s a very good principle, but the difference here is too great. I recommend instead we try to work from the history of the whole idea of nomination of petition. Until the governing documents were changed at the Annual meeting in 1972, election of officers was done only at the annual meeting. The introduction of a mail ballot was one of the progressive reforms recommended by the Committee on the Seventies and approved by Council. When voting had been done at the annual meeting, as with the parliamentary practices of other organization, there was a process for a nomination from the floor. Mail ballots precluded such an action so the new governing documents approved in November 1972 established the possibility of nomination by petition of 3 % of members. At the time, the size of SAA membership (1353 individuals and 328 institutions) meant that 3% would be either 40.6 members (if only counting individuals) or 50.43 members (if counting both individual and institutional members). Given the current size of SAA, 3% would mean 170 members as the threshold. I think it only makes sense to look to SAA’s own past as a way to arrive at an increased threshold that still keeps open the door for SAA members to add their voice to the nomination process on those exceedingly rare cases that there is a concern. Instead, by a five-fold increase, the change would be saying

to members that their voice will matter little unless they provide a major disruption. (See *American Archivist* Vol 35:3-4, p 365; Vol 36: 2 p. 317, and for the pre-1972 bylaws see Vol 35:2, p. 197ff.)

6. In regard to the amendments to Bylaws 10, item K to create a mechanism for “virtual” meetings, I think the concept is a good one. However, while the language proposed there was serviceable for getting things done at the 2020 Annual Meeting, the authorization for the meeting to be a “virtual” one needs to be embedded more formally in other sections. If nowhere else it at least needs to be present in the Constitution Article VI. The details of exactly how a “virtual” meeting might work are ok in the Rules of the Business meeting, but in governing documents such “Rules” sections are intended only to cover process not authority.
7. Furthermore in regard to Bylaws 10, item K, it is unclear to me what this really allows or prohibits other than that Rules of the Business meeting can be waived. What is left unclear is whether there should be a means to establish a quorum if there is to be a “virtual” meeting; whether any action can be taken in a “virtual” meeting; if an action can be taken what kinds of voting mechanism or size of majority is needed; etc. I was on a committee that spent about 2 months working out such details for the University Senate last April. We knew it was necessary to create the authorizing language before the last meeting of the year (during shutdown), and while the result was far from ideal it provided much more clarity (especially in regard to how our Senate Council could act in the stead of the Senate). So, I really think that the provisions for holding “virtual” meetings with quorums specified and with votes being possible need to be established now that we have time to do so before SAA faces another emergency.

There are some other lesser items in the proposal, but I think that if the merit in the ideas offered is to be realized some redrafting is going to be necessary. Finally, it rather looks like the time has come for a top to bottom re writing of the Constitution and Bylaws to reconcile the accretions that present conflicts or confusion. We did that in the early 90s and it is probably overdue.

I have had a chance to review the suggested revisions to the bylaws, and believe more time should be taken and more research conducted before the number of required signatories is increased. I have several reasons why I am making this comment:

- This seems very much like a reaction to the petition last year, to place Kris Kiesling’s name on the ballot. While regrettable, I do not believe that the fact the petition was put forward represented any flaw within either the process or outcome. At the end of the day, the election was held and a president was elected.
- I don’t understand what problem is being addressed or solved, and the perception will be that this is being taken in retaliation for the action last year. In essence, it seems more likely to divide the membership, rather than to unite people.
- The rationale document that Council presented in the minutes is quite brief; the presented justification for increasing the signatory percentage to 5% is anecdotal; i.e. the fact Felicia queried the association managers list serve. In my opinion, Council members should have completed additional research and cited specific examples (qualitative or quantitative) of other associations, as well as provide a deeper dive into SAA’s own history.

- In essence, the 5% threshold makes the society less democratic than at present, raising additional barriers, should a significant subset of members become concerned over the direction of the Society or feel their needs are not being met. A 3% threshold seems more appropriate, in my personal opinion.
- The constitution and bylaws have not been systematically studied or revised in a long time, certainly not during my time of membership in SAA. It would be better, and build additional confidence in the process, if a systematic review of the constitution were completed, by a council-appointed group.

Posted to [News Item](#)

eiratansey says:

[Clarification requested on % of eligible members](#)

Re: the [proposed amendments](#) that reference percentage of eligible members, is this eligible members at the time the petition or resolution is submitted? Where can one easily obtain this information, since presumably membership is a frequently fluctuating number?

SUBMITTED BY EIRATANSEY ON JANUARY 5, 2021 - 12:24PM.

elawrimo says:

[Ditto on Eira's comment.](#)

Ditto on Eira's comment. Perhaps a date for the membership count should be specified, particularly with an election petition where we have a specific date the petition would be due.

SUBMITTED BY ELAWRIMO ON JANUARY 6, 2021 - 11:17AM.