

**Society of American Archivists
Council Meeting
May 11-13, 2016
Chicago, Illinois**

**Proposed Amendments to SAA Constitution and Bylaws
(Council Vacancies and Referendum Timing)
(Prepared by Lisa Mangiafico and Cheryl Stadel-Bevans, SAA Council,
and Bill Landis, 2011-2014 Council Member)**

BACKGROUND

In September 2015, the SAA President and Council received notice of the resignation of a sitting Council member. While the Constitution gives the Council the ability to fill the vacancy, “the persons designated shall hold position until the next annual election, at which time the position will be filled by election for the remainder of the term, if any.” (SAA Constitution Section V.A.2.a.)

After considerable discussion, the 2015-2016 Council decided not to fill the position until the next annual election, and requested that the Nominating Committee approach former members of the Council to seek the elected position for the remaining 16 months of the unexpired term. In this way, an individual would have a baseline understanding of how the Council goes about the business of governing SAA.

In 2009, another vacancy created a less-than-ideal situation when the Council filled the vacancy until the next annual election, but the appointed Council member was not elected, resulting in the loss of a Council member with one year of experience and a newly elected Council member stepping in mid-way through an already abbreviated term. In this instance, there were essentially three Council members filling a three-year term.

In the two cases cited above, there was a loss of continuity and the Council itself was at a disadvantage in carrying out its work governing the Society. To change the process in any way requires a member referendum, as the Constitution can be amended only by a vote of the members. This would be an expensive prospect, as each online referendum/annual election currently costs \$3,895, in addition to staff resources to set up the ballot administration.

During the January 2016 Council conference call, an agenda item was discussed regarding a possible proposed Constitutional amendment. However, the costs to amend only one section seem prohibitive. Mangiafico and Stadel-Bevans were asked to look over the governing documents to determine if there were other sections that might also

need to be amended at the same time, to ensure effective use of the Society's funds. They were also to approach former Council member Bill Landis to determine if he would be interested in preparing a brief on a proposed Constitutional amendment. Bill had contacted SAA leadership during the efforts to find nominees to fill the Council vacancy with a suggestion to amend the Constitution regarding vacancies as some unfinished business from a previous review of the Governance Manual and the Constitution and Bylaws.

The second issue to be resolved is with the member referendum requirement that stipulates that any amendments to the Constitution or the Bylaws proposed for a referendum must take place between 60 and 90 days following the annual meeting. As previously noted, this requires significant financial and human resources. In separating the truly time sensitive (and we would consider a dues increase as time sensitive) from amendments that clarify or outright change the way the Society conducts its business, we are proposing that future amendments that are not time sensitive or a dues increase could be voted on during the annual election process that ballots for SAA leadership positions. This changes the current bylaw on referenda to better reflect the Society's embrace of online referenda. It recognizes that a majority of SAA members in any given year do not attend the annual meeting, and promotes the opportunity for discussion of referenda issues among all members, not just those in attendance at the annual meeting.

Finally, the current language in Article IX of the SAA Constitution is vague in specifying the procedural differences between Council-approved and member-approved bylaws amendments. A clearer sub-arrangement of the elements covered in this article would make the differences between these two permissible forms of bylaws amendments clearer.

DISCUSSION

While the SAA Constitution (Section IX) gives the Council the ability to amend the bylaws by a 2/3rds vote in order "to regularize the administrative practices of the Society," amendments to the Constitution can be made only by a vote of the membership, and the following proposed amendments that affect the Bylaws move beyond the norm of regularizing administrative practices. Therefore, the following items are proposed for discussion as possible amendments to the Constitution and Bylaws, to be presented for member referendum in accordance with the timeline as currently established in our governing documents.

Issue 1: Filling a Council Vacancy

That the Council propose an amendment to the SAA Constitution and Bylaws be submitted for a membership referendum:

Amend the SAA Constitution (Appendix A), Article V. Governance and Administration, section A.2.a, as follows (strikethrough = deletion, bold italics = addition):

a) The government of the Society, the management of its affairs, and the regulation of its procedures, except as otherwise provided in this constitution, shall be vested in a council. The Council shall consist of the President, Vice President, Treasurer, and nine (9) Councilors elected at-large by the Society. Three (3) of the nine (9) Councilors shall be elected in each annual election for terms of three (3) years. The nine (9) Councilors shall be ineligible for immediate reelection. If a vacancy shall occur among the Councilors or in any of the offices except the presidency, it may be filled by the Council according to the bylaws of the Society. The persons designated shall hold the position ~~until the next annual election, at which time the position will be filled by election for the remainder of the term, if any, through the end of the original term.~~

Amend the SAA Bylaws (Appendix B), bylaw 5. Election of Officers and Councilors, to add the following:

G. In filling a vacancy for any Councilor or officer other than the president under the terms of Article V, section A2a 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 being filled.

Questions:

- Is the Council comfortable in general with proposing these amendments to the Constitution?
- If so, are there any other changes to the proposed amendments?

Issue 2: Changing the Process to Provide for Alternative Timeline for Member Referenda on Items that Are Not Dues Increases or Time Sensitive

That the following Council-proposed amendments to the SAA Constitution be submitted for a membership referendum:

Amend the SAA Constitution, Article IX. Bylaws, as follows:

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. Adoption or amendment of bylaws 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.~~ 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. ~~All These~~ 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. 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 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.

Amend the SAA Constitution, Article X. Amendments, as follows:

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. 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 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.

Amend the SAA Bylaws, bylaw 11. Member Referenda, as follows:

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. ~~notification date.~~

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 Meeting business meeting ~~or at a special meeting called by the Council.~~ 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 referenda.

e) Notice of the referendum, ~~copies of proposed member dues changes, constitutional amendments and/or bylaws amendments, and briefing papers 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 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 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 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.

Questions:

- Is the Council comfortable in general with proposing these amendments to the Constitution?
- If so, are there any other changes to the proposed amendments?

RECOMMENDATION

We recommend that we move forward with proposals to amend the Constitution in Article V.A.2.a., Article IX, and Article X, and amend the Bylaws in Section 5.G. (adding a new section) and Section 11 through a member referendum to be conducted in accordance with the Society's current governing documents (within 60-90 days following the Saturday, August 6, 2016, business meeting).

Support Statement: The resignation of Councilors diminishes the ability of the Council to conduct its business in an efficient and effective manner, especially maintaining important liaison duties to SAA component groups. Under the current constitutional

process to fill vacancies, which have occurred twice since 2009, the Council's appointed replacement is in a tentative position until the next election cycle. This creates uncertainty for the volunteer filling the Council seat, and impacts the communication and continuity that is critical for Councilors' work representing the interests of the Society's membership. In addition, the inflexibility of the current process for voting on amendments to the Constitution and Bylaws imposes a significant resource burden on the Society when these are not time sensitive.

Impact on Strategic Priorities: The recommended action amending the Constitution and Bylaws, if approved by the membership, lessens uncertainty when the Council fills unanticipated mid-term vacancies and promotes continuity and efficiency in the Council's ongoing work, including focusing on SAA's strategic priorities. This will help ensure that the Society's financial and human resources can be expended on strategic priorities, and remove unnecessary expenses for holding non-time-sensitive member referenda by allowing them to be occur along with the annual election balloting.

Fiscal Impact: Will require a member referendum in late 2016 (2016-2017 fiscal year) at \$3,895.

Section I: Constitution of the Society of American Archivists

I. NAME

The name of this organization shall be the Society of American Archivists. The Society is incorporated as a nonprofit organization under the laws of the District of Columbia.

II. OBJECTIVES

The Society of American Archivists is a professional organization established to provide a means for effective cooperation among persons concerned with the documentation of human experience; to stimulate and to publish the results of research in archival administration and records management; to promote the adoption of sound principles and standards by all public and private agencies responsible for the preservation and administration of records; to foster a better public understanding of the nature and value of archival operations and holdings; to develop professional standards, particularly for the training of archivists, records managers, and custodians of private papers, and to improve the facilities and increase the opportunities for such training; to maintain and strengthen relations with historians, librarians, educators, public administrators, and others in allied disciplines; and to cooperate with other professional organizations, cultural and educational institutions, and international organizations having mutual interests in the preservation and use of recorded heritage.

III. MEMBERSHIP

A. There shall be several categories of membership.

1. Individual full membership shall be open to those who are or have been engaged in the custody, study, teaching, or control of records, archives, or private papers, or who wish to support the objectives of the Society. Full members are eligible to hold office in the Society; to hold any appointed position in the Society; to vote for officers, Councilors, and members of the Nominating Committee; to vote on all matters requiring a vote which

come before the Society as a whole; to be members of constituent units of the Society; and to receive the benefits of the Society's programs and services.

2. Individual associate membership shall be limited to those who wish to support the objectives of the Society but who are either not professionally responsible for custody or control of records, archives, or private papers or who are not engaged in the study or teaching of archives. Associate members are eligible to be members of sections, roundtables, and task forces and to receive the benefits of the Society's programs and services.

3. Individual student membership shall be open to students in degree-conferring programs. Student members may vote for officers, Councilors, members of the Nominating Committee, and on all matters requiring a vote which come before the Society as a whole. Student members are eligible to hold any appointed position in the Society; to be members of constituent units of the Society; and to receive the benefits of the Society's programs and services.

4. Institutional membership shall be open to institutions or agencies responsible for or substantially interested in the custody, study, teaching, control, or use of records, archives, and/or private papers. Institutional members are eligible to receive the publications of the Society. Each institutional member may identify a primary contact person, who is eligible to vote, hold office, and serve on appointed groups.

5. Honorary membership, in recognition of eminent distinction in any of the fields of the Society's objectives, may be extended to any person chosen by a two-thirds vote of the full membership of the Council following nomination by at least ten (10) individual members. Honorary membership shall be for life, and honorary members shall not be required to pay dues or other assessments. They shall have all the privileges of individual full members. The number of honorary members shall not exceed ten (10) at any one time.

B. Fellows of the Society of American Archivists

To recognize sustained and outstanding achievements in pursuit of the goals of the profession and the work of the Society, there shall be a special class of individual

members, known as Fellows of the Society of American Archivists, which shall consist of members elected to that class by a seventy-five percent (75%) vote of the Committee on the Selection of Fellows. The number of Fellows shall be no more than five percent (5%) of the total individual membership reported at the last annual business meeting of the Society. No member of the Society shall be elected a Fellow who has not been a full member of the Society in good standing for at least seven (7) years immediately preceding election.

IV. DUES

A member shall be enrolled upon the first payment of dues and shall receive benefits during the period for which dues have been paid. All dues shall be payable in advance. Membership in good standing shall cease when dues are 28 days in arrears. Changes in membership dues shall be determined by a majority vote of those members voting in a referendum conducted according to the bylaws of the Society.

V. GOVERNANCE AND ADMINISTRATION

A. Officers and the Council

1. Officers.

The officers of the Society shall be a President, a Vice President, and a Treasurer. The President and Vice President shall serve terms of one (1) year each and shall take office at the conclusion of the annual business meeting following the election and shall be ineligible for immediate reelection. The Vice President shall automatically become President at the conclusion of the following year's annual business meeting or in case of a vacancy in the presidency. The Treasurer shall be elected for a term of three (3) years beginning at the conclusion of the annual business meeting following the election and shall be ineligible for immediate reelection.

2. Council

a) The government of the Society, the management of its affairs, and the regulation of its procedures, except as otherwise provided in this constitution, shall be vested in a council. The Council shall consist of the President, Vice President, Treasurer, and nine

(9) Councilors elected at-large by the Society. Three (3) of the nine (9) Councilors shall be elected in each annual election for terms of three (3) years. The nine (9) Councilors shall be ineligible for immediate reelection. If a vacancy shall occur among the Councilors or in any of the offices except the presidency, it may be filled by the Council according to the bylaws of the Society. The persons designated shall hold the position through the end of the original term.

Commented [BL1]: Will need a new bylaw 5G to facilitate this.

Commented [BL2]: Briefing paper will present a rational for this change removing the stipulation of holding an election for vacant positions that are filled by Council following new bylaw 5G.

b) The Council shall meet at the Annual Meeting of the Society and shall hold such other meetings as it may determine. Special meetings of the Council for any purpose shall be called by the Executive Director on written request of the President or of three (3) members of the Council. Seven (7) members shall constitute a quorum for the transaction of business. When meeting in person, a vote shall become the act of the Council on approval by a majority of those present and voting, unless otherwise required by the constitution or bylaws.

c) There shall be an Executive Committee of the Council constituted according to the bylaws of the Society.

B. Finances.

1. The Society's financial assets and activities shall be divided into funds reflecting general operations, special projects, endowments, and such other functional categories as the Council may establish from time to time. To further the aims and purposes of the profession, the Council may establish special projects funds set apart from the general operating and endowment funds and used only for the purposes for which they are or were established. The Council may establish permanent endowment funds from which only the earnings may be expended to further the aims of the Society.

2. The Council shall be responsible for policy governing investment of funds and for care of other assets of the Society. Fiscal control of the funds and assets shall be maintained by such records and accounting system as may be prescribed by the Council in accordance with the constitution, bylaws, and existing guidelines. An annual audit of the financial affairs shall be made and a report of the audit published.

C. Appointments.

The Council shall appoint an Executive Director who shall serve at its pleasure. Except when the Council or its Executive Committee is in executive session, the Executive Director shall attend the meetings of the Council, the Executive Committee, and the annual business meeting and keep their minutes, but shall not vote. The Council shall appoint the Society's archivist and may make other appointments as needed.

VI. MEETINGS

1. The Society shall hold an annual business meeting at such time and place as the Council shall determine, and special meetings may be called by a two-thirds (2/3rds) vote of the Council. Notice of each meeting of the Society shall be given by the Executive Director at least thirty (30) days before the date of the meeting. One hundred (100) individual members shall constitute a quorum for the transaction of business, but a smaller number may adjourn to another date.

2. Resolutions passed at the annual business meeting or submitted in writing and signed by 1% of the eligible voting members which request the Council to take a specific action must be formally considered and voted upon by the Council in a timely fashion. The membership shall be notified of the results of that deliberation in the first communication sent to the membership following the Council's vote. If ten (10) percent of the membership disagrees with the Council's decision and files a petition to that effect with the executive office within ninety (90) days of the Council's notification, a special referendum shall be conducted within one hundred and eighty (180) days and the results of a majority vote of the members voting in this referendum shall be binding provided that at least thirty (30) percent of the eligible members shall have voted.

VII. RECORDS

The records of the Society, of the Council, and 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 publications as the Council may designate. All categories of membership shall be entitled to receive the journal, newsletter, and membership directory and subscriptions 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.

Commented [BL3]: This sentence moved from between 2 and 3, and edited.

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.

Commented [BL4]: This sentence clearly allows Council to adopt or amend bylaws that deal with administrative practices without submitting those bylaws to a member referendum. Rearranging and numbering the parts of article IX makes the distinctions much clearer.

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. These 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. 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 at which they are to be presented.

Commented [BL5]: Generally the 60/30 formulation for bylaws seems like it ought to be brought into line with the 100/60 specified in article X for constitutional amendments. These core governance documents work together, and it seems like the more notice members have of amendments to either the better.

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.

Commented [BL6]: Current wording is confusing. It seems clear that regardless of the origination (by majority vote of Council or 5% of voting members) of an amendment to the bylaws that must be voted on by member referendum [excludes administrative practices bylaws adopted or amended by Council], these bylaws amendments must first be presented at the Annual Meeting. It doesn't make sense to vaguely specify "meeting" (lower case) for the 30-day distribution requirement when this distribution is explicitly tied to the Annual Meeting. There can be no other meeting at which the ED must distribute proposed amendments.

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. 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 at which they

Keeping amendments under articles IX and X both tied to presentation at the annual meeting seems like a good idea. Otherwise, it opens up SAA to having to run referenda at any time during the year. We need to consider whether there's a less restrictive way in bylaw 11 to allow non-pressing referenda to be postponed until the annual election cycle.

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.

XI. DISSOLUTION

In accordance with the laws of the District of Columbia (currently 29 D.C. Code 1047), the Society may be dissolved upon the vote of two-thirds (2/3rds) of the members present and voting at a meeting called for such purpose following notification through the U.S. Postal Service at least 90 days in advance of the meeting. In the event of dissolution, the Society's property, funds, and other assets shall pass to whatever agency or agencies may be designated by the Council in office at the time of dissolution.

As amended August 1997, August 2010, August 2011.

Section I: Bylaws of the Society of American Archivists

1. DUTIES OF OFFICERS

A. The President shall direct and coordinate the affairs of the Society, preside at all business meetings of the Society, the Council, and its Executive Committee, and shall perform such duties as may be directed by the Council. The President may vote in any meeting of the Society at which he or she presides.

B. The Vice President shall perform the duties of the President in case the President is absent or incapacitated and, in case of a vacancy in the presidency, shall assume that office and hold it for the remainder of the term.

C. The Treasurer shall be responsible for planning and formulating financial policy in consultation with the Finance Committee and the Executive Director; recommending such policies to the Council; reviewing the annual budget before its submission to the Finance Committee and to the Council; internal auditing of all Society financial operations; providing an annual report on the Society's finances; and investing special funds and endowments on the advice and consent of the Finance Committee and the Council. In the absence of the President and the Vice President, the Treasurer shall preside at business meeting(s) of the Society and meetings of the Council.

2. DUTIES OF THE EXECUTIVE DIRECTOR

The Executive Director shall manage the programs and activities of the Society and its staff. The Executive Director shall assist the President in establishing the agenda for the Council's meetings.

The Executive Director shall keep the minutes of the annual business meeting, Council meetings, and Executive Committee meetings; prepare and mail notices; present at each annual business meeting a report of the activities of the Society; and perform such other duties as may be directed by the Council. The Executive Director shall have custody of and preserve the corporate seal of the Society and shall affix the seal under the direction of the President and the Council. The Executive Director shall, in

consultation with the Treasurer, prepare the Society's annual budget for submission to the Executive Committee and the Council. The Executive Director shall receive and disburse all funds in the general operating budget of the Society and the funds in the various Society budgets supported by external grants, special projects, and endowments under guidelines established by the Council. Quarterly reports of all receipts and disbursements for all budgets shall be made to the Council by the Executive Director. According to guidelines established by the Council, the Executive Director shall hire, compensate, supervise, evaluate, and terminate all other persons employed by the Society.

3. COUNCIL

When the Council meets through telecommunications or electronic conference, a vote shall become the act of the Council upon the approval of a majority of all members of the Council unless otherwise required by the constitution or bylaws.

4. EXECUTIVE COMMITTEE

The Executive Committee of the Council shall be composed of the President, the Vice President, the Treasurer, and one councilor who shall be elected from among the councilors in their second year of service for a term of one (1) year by the nine (9) councilors at the spring meeting of the Council. The President shall serve as chair of the Executive Committee and shall call the committee into session. The Executive Committee shall act for the Council in conducting the affairs of the Society between meetings of the Council and shall provide timely communication and consultation with the Council between meetings. The Executive Committee shall annually conduct a performance review of the Executive Director according to procedures mutually agreed to by the Executive Committee and the Executive Director and approved by the Council.

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 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 A2a 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 being 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 bylaws defining its own governance provided that no section 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.

7. GRIEVANCE COMMITTEE

In the event of grievances as specified below, there shall be a Personnel Grievance Committee. The Committee shall be composed of five members, each of whom must have served the Society as a councilor or as an elected officer within the past five years, but who may not be serving in such capacity at the time of the work of the Committee. Two members of the Committee shall be chosen by the Council, two members by the Executive Director, and the fifth member by decision of the first four members chosen. The fifth member will serve as chair of the Committee. The Committee shall hear grievances 1) between the Executive Director and the Council, 2) between the Executive Director and a staff member, and 3) such other grievances as may be referred to it by the Council. The decision of the Personnel Grievance Committee concerning matters involving the Executive Director shall be binding upon the parties to the dispute, provided that the decision is in accordance with applicable federal and state laws and the constitution and bylaws 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.

9. PARLIAMENTARY PROCEDURE

Sturgis' *Standard Code of Parliamentary Procedure* (latest revised edition) shall govern the proceedings of the Society, except as otherwise provided for in the constitution, bylaws, and special rules of the Society.

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 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) Aside from the rules above, Sturgis' *Standard Code of Parliamentary Procedure* (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 business meeting or at a special meeting called by the Council. 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 referenda.

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.

Commented [BL7]: Does this exclude dues changes? Dues changes are specified in d) so seems odd that they aren't here?

Commented [BL8]: What is this? When would Council call an in-person "special meeting" outside of the annual meeting business meeting? I don't think there is currently any wiggle room in articles IX or X for Council to "present" amendments to the Constitution and bylaws outside of the Annual Meeting. The Constitution clearly times submission and presentation of anything under IX and X with the annual meeting, which I think is worth keeping. What needs to change is the referendum timing in this bylaw. I think this sentence should end "... and shall be presented at the Annual Meeting business meeting."

Commented [BL9]: This sentence was simply moved from elsewhere in this bylaw. It was not edited.

f) For dues changes, and amendments proposed under Articles IX and X of the Constitution 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 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.