

**Society of American Archivists Foundation  
Board of Directors Meeting  
June 27, 2023  
Virtual Meeting**

**Election of Officers**

**(Prepared by Astoria Edwards, Foundation & Development Manager)**

**BACKGROUND**

Per the SAA Foundation Bylaws, Article VI. Officers, “The officers of the Corporation shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors.” Further:

**ARTICLE VI OFFICERS**

Section 1.1 Number. The officers of the Corporation shall consist of a President, Vice President, and Treasurer, along with such other officers as may be determined by the Board from time to time. The President and Vice President shall be elected by the Board of Directors from among the Class B directors. The Treasurer of the Corporate Member shall serve as Treasurer of the Corporation.

Section 1.2 Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors at the Annual Meeting of the Corporate Member. Officers shall take office as of the close of such Annual Meeting, and shall serve a term of one (1) year, expiring as of the close of the Annual Meeting of the Corporate Member in the following year. Election of an officer shall not of itself create contract rights. Officers may serve an unlimited number of successive terms in office. The Treasurer of the Corporation shall serve the three-year term consistent with the Treasurer's term of office as Treasurer of the Corporate Member.

Section 1.3 To implement the terms of office as contemplated in Section 6.2, the President, Vice President, and Executive Committee Member elected at the November 4, 2017, meeting of the Corporation shall serve as Corporation officers until the end of the Corporate Member's 2018 Annual Meeting.

Section 1.4 Resignation or Removal of Officers. An officer may resign at any time by written notice to the President of the Corporation or to the Corporate Member. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 1.5 Vacancies; New Offices. A vacancy occurring in any office may be filled and new offices may be created and filled, at any time, by the Board of Directors.

Section 1.6 President. The President shall preside at all meetings of the Board of Directors; shall sign certificates, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, or shall delegate such authority to his or her designee; shall vote on behalf of the Corporation, by proxy or otherwise, all securities which the Corporation is entitled to vote; and, in general, shall perform all duties as from time to time may be prescribed by the Board of Directors.

Section 1.7 Vice President. The Vice President shall assist the President in the discharge of his or her duties as the President may direct and shall perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. In the absence of the President, the Vice President shall perform the duties and exercise the authority of the President.

Section 1.8 Treasurer. The Treasurer shall oversee the prudent investment and management of the Corporation's properties, funds, and assets and shall ensure the making of periodic reports to the Board of Directors regarding the same. The Treasurer shall have such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.14.4 Executive Committee. The Executive Committee shall consist of the officers of the Corporation plus one (1) additional voting Board member appointed by the Board.

## DISCUSSION

The Foundation Board has assigned the following additional roles to the officers:

- The President serves as chair of the [Grant Review Committee](#).
- The Vice President serves as chair of the [Development Committee](#).
- The Treasurer serves as chair of the [Finance Committee](#) and as a member of the [NDRFA Grant Review Committee](#).
- The Executive Committee member serves as chair of the [Foundation Nominating Committee](#).

The Board has not seen a need for a nominating committee for officers in the past. Instead, the group has asked its members to indicate their interest in serving as an officer and has voted based on individuals' statements. Only Class B Board members are eligible to serve as officers; both Class A and Class B members are eligible to vote.

On June 20, 2023, Foundation & Development Manager Astoria Edwards sent the following message to the Board discussion list:

Good Day,

A standing order of business every year is the election of officers for the coming year. Officers are elected from the ranks of the Class B Board members. Each of the three elected officers-- President, Vice President, and Executive Committee Member--serves a one-year term.

Like last year's process, we will develop the election slate via survey, then vote for the 2023-2024 SAA Foundation Board Officers at our June meeting.

I want to open the nomination process with this communication, to be submitted by **Monday, June 19th**.

[Board Officer Nomination Link](#)

Three things to bear in mind:

- You may self-nominate for any office.
- You may nominate another board member for any office. However, you must have that board member's consent before nominating.

To help guide your thinking, here are the duties associated with each of the three offices:

- The president presides at all meetings of the Board, executes contracts and all other instruments that the Board has authorized to be executed (or delegates such authority to their designee), chairs the Executive Committee, and performs all duties as prescribed by the Board of Directors.
- The vice president assists the president in the execution of their duties, performs the duties and exercises the president's authority in the absence of the president, and serves as the chair of the Development Committee.
- The executive committee member participates in all meetings, communications, tasks, and committee decision-making. S/he also serves as chair of the Foundation Nominating Committee

Thank you,  
Astoria

-----  
Have an "A" Day!

Astoria Edwards, MHA  
Pronouns: she, her, hers  
Foundation and Development Manager  
Society of American Archivists Foundation  
17 North State Street, Suite 1425  
Chicago, IL 60602  
p: (312) 606 -0722 ext. 222  
[aedwards@archivists.org](mailto:aedwards@archivists.org)  
-----

**In response to Edwards’s message, the following nominations were put forward:**

- Lisa Mangiafico was nominated for President of the SAA Foundation by Sharmila Bhatia.
- Elizabeth Myers nominated herself for Vice President of the SAA Foundation.
- Robert Clark nominated himself for Executive Committee member.

### **RECOMMENDATION**

**THAT Lisa Mangiafico be elected to serve a one-year term as President of the Society of American Archivists Foundation; and**

**THAT Elizabeth Myers be elected to serve a one-year term as Vice President of the Society of American Archivists Foundation; and**

**THAT Robert Clark, be elected to serve a one-year term as an Executive Committee member of the Society of American Archivists Foundation.**

**Support Statement:** Mangiafico, Myers, and Clark are well qualified to serve in these important capacities for the term September 2023 to August 2024, and each has consented to serve if elected.

**Fiscal Impact:** None.