

**Society of American Archivists Foundation
Board of Directors Meeting
August 13, 2020
Virtual Meeting**

Election of Officers

(Prepared by Executive Director Nancy Beaumont)

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 from time to time may be prescribed by the Board of Directors.

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 August 4, SAA President Scott Cline forwarded the following message to the Board discussion list:

Dear Board Members,

Nominations for Foundation Board officers closed over a week ago and the candidates are as follows:

President – Sharmila Bhatia and Margery Sly

Vice-President – Sharmila Bhatia

Executive Committee Member – Dennis Meissner

As you can see, Sharmila was nominated for two positions. In an effort to determine a course to take, I corresponded with both Margery and Sharmila. Each of them is prepared to serve as President or VP; their overriding concerns are service to the Foundation and the profession.

I propose that a competitive election for President be held at the Board meeting with the candidate receiving the most votes becoming President and the candidate finishing second becoming VP. Both Margery and Sharmila indicated that they are agreeable to this process.

I also suggest that during the coming year, the Board develop clear procedures for election of officers as contemplated in Article VI of the By-laws.

Best, Scott

[DRAFT MOTION]

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

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

THAT Z be elected to serve a one-year term as Executive Committee member of the Society of American Archivists Foundation.

Support Statement: X, Y, and Z are well qualified to serve in these important capacities for the term August 2020 to August 2021.

Fiscal Impact: None.