

**Society of American Archivists Foundation
Board of Directors Meeting
August 10, 2021
Virtual Meeting**

Election of Officers

(Prepared by Governance Manager Felicia Owens)

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 June 26, SAA Foundation Nominating Committee Chair Dennis Meissner forwarded the following message to the Board discussion list:

Dear SAAF Board Members---

A standing order of business at each Foundation annual board meeting 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, Executive Committee Member--serve a one-year term. (The treasurer is not elected by the Foundation Board.) Any and all may also be reelected for subsequent terms.

Sharmila Bhatia, who currently serves as VP, is not eligible for reelection, as she will soon be serving as both SAA and SAAF Treasurer. The other two current officers (Margery Sly, President and Dennis Meissner, Exec Committee Member) are eligible for re-election or for election to one of the other offices.

In prior years the nominating and election processes were both conducted at the annual board

meeting. This year's Zoom meeting would make it unwieldy to both nominate candidates and conduct an election in real time. Therefore, The Executive Committee is proposing that we develop the election slate beforehand via email, and then carry out the election itself during our business meeting.

With that in mind I would like to open the nomination process with this email, and I would like to close the nominations on CBD, Friday, July 9. Nominations should be sent to the Governance Manager at fowens@archivists.org<mailto:fowens@archivists.org>.

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 making a nomination;
- Elected candidates begin their service following the conclusion of the Foundation's annual board meeting (scheduled for Tuesday, August 10).

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 his/her 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 her/his duties, performs the duties and exercises the authority of the president 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 decision-making of the committee. S/he also serves as chair of the Foundation Nominating Committee.

So, please consider these duties and help us to develop a slate of nominees. I will ask Governance Manger Felicia Owens to keep track of the nominations and to compile the final slate for presentation and election at the SAAF annual board meeting.

Thank you all in advance for helping us develop an effective leadership team for the year ahead.

Dennis Meissner
Chair, SAAF Nominating Committee

In response to Meissner's message, the following nominations were put forward and properly seconded:

Margery Sly was nominated for President of the SAA Foundation by Scott Cline; Fynnette Eaton seconded the nomination.

Lisa Mangiafico was nominated for Vice President of the SAA Foundation by Amy Fitch; Margery Sly seconded the nomination.

Dennis Meissner was nominated for Executive Committee member of the SAA Foundation by Scott Cline; Margery Sly seconded the nomination.

RECOMMENDATION

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

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

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

Support Statement: Sly, Mangiafico, and Meissner are well qualified to serve in these important capacities for the term August 2021 to August 2022, and each has consented to serve if elected.

Fiscal Impact: None.