

**Society of American Archivists  
Council Meeting  
November 9 – 12, 2014  
Chicago, Illinois**

**Consent Agenda: Amend SAA Foundation Bylaws to  
Allow for Flexibility in Annual Meeting Date  
(Prepared by Foundation Vice President Carla Summers and  
Executive Director Nancy Beaumont)**

**BACKGROUND**

At its August 15, 2014, meeting in Washington, D.C., the Foundation Board discussed the feasibility of changing the Annual Meeting date and/or removing the specific month from the Bylaws to allow the Board flexibility in establishing an appropriate date.

The SAA Foundation Bylaws adopted by the Corporate Member and Board of Directors in May 2011 address the timing of the Board's Annual Meeting in the following sections (emphasis added):

**Section 5.2. Number and Classification.** The initial Board of Directors of the Corporation shall consist of the five (5) individuals so named in the Articles of Incorporation. Commencing as of the first Annual Meeting of the Board (in January 2012) and continuing thereafter, the Board of Directors shall consist of not fewer than eleven (11) and not more than sixteen (16) voting directors, as determined by the Board from time to time. There shall be two classes of voting directors, as follows....

**Section 5.3. Election and Tenure.**

**5.3.1.** Class A Directors shall serve for so long as they continue to hold their respective positions in relation to the Corporate Member (i.e., as members of the executive committee of the Corporate Member or as the immediate past president of the Corporate Member). Accordingly, the terms of Class A Directors generally shall commence as of the close of the annual membership meeting of the Corporate Member (in August), and shall continue through the close of the annual membership meeting of the Corporate Member in the year during which their service on the Corporate Member's executive committee or as its immediate past president, as applicable, end.<sup>1</sup>

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<sup>1</sup> Although 5.3.1. does not address the timing of the Annual Meeting, it is provided here for context regarding Board member terms.

**5.3.2.** Class B Directors shall be elected by the Corporate Member at the annual meeting of the Corporate Member (in August), based on a slate developed by the Corporation's existing Board or a committee thereof. The terms of Class B Directors shall commence as of the start of the Annual Meeting of the Corporation (the following January), and shall continue for a period of three (3) years thereafter, expiring immediately prior to the start of the Annual Meeting in such year. Terms of Class B Directors shall be staggered such that approximately one-third (1/3) of the Class B 4Directors' terms expire each year. Class B Directors may serve an unlimited number of successive terms in office.

**Section 5.9. Annual Meeting.** The Annual Meeting of the Board of Directors to vote on the election of officers, the appointment of committees, and the transaction of any other proper business shall be held in January of each year, unless otherwise determined by the Board. The Board of Directors may provide, by resolution, the place, date and hour for the holding of additional regular meetings of the Board of Directors, without other notice than such resolution.

**Section 6.2. Election and Term of Office.** The officers of the Corporation shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors (in January). 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 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 Bylaws also specify the following:

**Article XII. Amendments.** These Bylaws may be amended by the Corporate Member of the Corporation, or by the Board of Directors of the Corporation with the approval of the Corporate Member.

## **DISCUSSION**

The Bylaws specify in several sections that the Foundation Board's Annual Meeting will take place in January. Beaumont, who worked closely with legal counsel in drafting the Bylaws, notes that the date was specified for the following reasons:

1. Legal counsel was of the opinion that the Bylaws – at least in the early stages of the Foundation's formation – should be as specific as possible.
2. It seemed appropriate to hold the meeting in conjunction with an SAA Council meeting as a means of saving on direct expenses (cost of airfare and hotel) and volunteer time (one longer trip versus two trips) for the four Class A members who serve on the SAA Council's executive committee. SAA provides full funding for all Council members to travel to a January/February meeting and a May/June meeting each year.
3. January seemed preferable to May/June because that was the next meeting time available following adoption of the Bylaws (in May 2011). Holding a meeting in August in

conjunction with the SAA annual meeting was not considered at that time due to the assumption that the Board's Annual Meeting would require at least one full day and due to the very crowded schedule for the conference.

Although there is a legal requirement and a compelling governance rationale for conduct of an Annual Meeting, there are no legal or practical reasons why the month in which the Annual Meeting occurs must be specified in the Bylaws.

The Board should, however, consider:

- The practical implications—particularly for terms of officers, Board members, and committee members—of varying the timing between Annual Meetings. It would seem to be less than ideal for one president, for example, to serve for 12 months and another to serve for just 10 months. The Board might also consider the possibility of “synching” Class B member terms with Class A member terms to minimize confusion.
- The desirability of adopting its annual budget before the start of the fiscal year (July 1).

The two-part recommendation below addresses 1) revisions in the Bylaws that would permit the Board to determine the timing of its Annual Meeting and 2) the requirement (per Article XII. Amendments) that Bylaws amendments be approved by the Corporate Member (i.e., the SAA Council).

*Note:* Section 5.2. of the Bylaws, which states that, “Commencing as of the first Annual Meeting of the Board (in January 2012) and continuing thereafter....” should remain unchanged because it addresses a historical fact.

Article XII. of the SAA Foundation's bylaws states that, “These Bylaws may be amended by the Corporate Member of the Corporation, or by the Board of Directors of the Corporation with the approval of the Corporate Member.” The Foundation Board unanimously adopted a motion to amend the SAA Foundation Bylaws to allow flexibility in the Board's annual meeting date and presents the amendment to the SAA Council (the Corporate Member) for approval.

## **RECOMMENDATION**

**THAT the bylaws of the Society of American Archivists Foundation be amended as follows to allow the Board to determine the most appropriate time for its Annual Meeting (strikethrough = deletion, underline = addition), and**

### **Proposed Amendments to Foundation Bylaws**

**5.3.2.** Class B Directors shall be elected by the Corporate Member at the annual meeting of the Corporate Member (in August), based on a slate developed by the Corporation's existing Board or a committee thereof. The terms of Class B Directors shall commence as of the start of the Annual Meeting of the Corporation (~~the following January~~), and shall continue for a period of three (3) years thereafter, expiring immediately prior to the start of the Annual Meeting in such

year. Terms of Class B Directors shall be staggered such that approximately one-third (1/3) of the Class B Directors' terms expire each year. Class B Directors may serve an unlimited number of successive terms in office.

**Section 5.9. Annual Meeting.** The Annual Meeting of the Board of Directors to vote on the election of officers, the appointment of committees, and the transaction of any other proper business shall be held ~~in January~~ of each year, ~~unless otherwise~~ as determined by the Board. The Board of Directors may provide, by resolution, the place, date and hour for the holding of additional regular meetings of the Board of Directors, without other notice than such resolution.

**Section 6.2. Election and Term of Office.** The officers of the Corporation shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors (~~in January~~). 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 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.

**Support Statement:** There is no legal requirement to specify in the Foundation Bylaws the month in which the Annual Meeting will be held. The proposed amendment allows the Foundation Board greater flexibility in determining the schedule of its Annual Meeting.

**Fiscal Impact:** If the Board chooses to hold its Annual Meeting at a time other than in conjunction with the SAA Council's scheduled fall/winter or spring/summer meeting, the Foundation will incur the travel expenses associated with attendance by the four Class A members who serve on the SAA Executive Committee. Direct expenses for airfare and hotel for four individuals are estimated to total approximately \$2,000 (depending on meeting location and time of year).