

**Society of American Archivists
Council Meeting
November 14–16, 2016
Chicago, Illinois**

Consent Agenda: Ratify Council Interim Actions
(Prepared by Executive Committee Member Rachel Vagts)

BACKGROUND

Current parliamentary policy agrees on validating board decisions made remotely, and ratifying the Council's online and conference-call decisions via the Consent Agenda does not conflict with any existing SAA policy.

DISCUSSION

Given the Council's robust use of an e-mail discussion list to function as a group and make decisions remotely, approving interim Council actions via the Consent Agenda contributes to streamlining the group's work and improves access to the interim decisions of SAA's elected decision makers.

RECOMMENDATION

THAT the following interim actions taken by the Council between August 15, 2016, and October 5, 2016, be ratified:

- Published on the Council blog, *Off the Record*, and emailed a [message to all members](#) regarding a malicious flyer that was found at the Joint Annual Meeting in Atlanta (August 15, 2016).
- Adopted the [August 1](#) and [August 6](#) Council meeting minutes (September 1, 2016).
- Approved bylaws revisions for the Acquisitions and Appraisal Section (Appendix A) and Manuscript Repositories Section (Appendix B) (September 20, 2016).
- Elected five Class B members to the SAA Foundation Board: Janet Ceja (2016-2018), Scott Cline (2016-2019), Wilda Logan (2016-2019), Gina Minks (2016-2018), and Margery Sly (2016-2019) (October 5, 2016).

**Society of American Archivists
Council Interim Action
September 6, 2016**

**2016 Section Bylaws Revisions:
Acquisitions and Appraisal Section**

(Prepared by SAA Governance Coordinator Felicia Owens)

BACKGROUND

The Acquisitions and Appraisal Section put forward revisions to its bylaws on its 2016 election ballot. The main reasons for amending the bylaws, which were last revised in 2009, are to clear up inconsistencies in language, clarify processes and address concerns regarding elections, formalize the section web intern position duties, and formally share section duties across the leadership. The section membership adopted the revisions by a large majority.

RECOMMENDATION

THAT the following changes to the Acquisitions and Appraisal Section bylaws be approved (*underline = addition, strikethrough = deletion*):

Society of American Archivists

Acquisitions and Appraisal Section Bylaws

I. Membership

- A. Membership in the Acquisitions and Appraisal Section of the Society of American Archivists (SAA) is open to any member of SAA who has an interest in the acquisition and appraisal of institutional/organizational ~~public~~ records, private papers, and other archival or manuscript collections.

II. Officers

- A. Officers of the Acquisitions and Appraisal Section consist of a chair, ~~and~~ vice chair/chair-elect, and immediate past chair. A new vice chair/chair-elect is elected each year and serves for one year as vice chair, succeeding automatically to the office of chair for the subsequent year. At the end of the year of service as chair, the incumbent serves as the immediate past chair.
- B. Duties of Officers
1. The chair presides at meetings of the Section and the steering committee; coordinates Section-proposed sessions for the annual meeting and Section endorsements; with other officers sets the Section's agenda for the year; appoints Section committees as needed; represents the Section in its relations with SAA in general and with the SAA Council and other groups within SAA; ~~the Society; appoints Section committees as~~

~~needed; coordinates preparation of an annual report of Section activities and submits it to the SAA executive office; and is expected to attend the annual meeting. The chair serves a one-year term.~~

2. The vice chair/chair elect serves as acting chair in the absence of the chair; takes minutes at Section meetings; ~~normally acts as newsletter editor, producing at least two newsletters per year;~~ is expected to attend the annual meeting; produces/oversees communications with the Section, and organizes the program in conjunction with the steering committee for the annual Section meeting at the annual meeting. The vice chair/chair-elect serves a one-year term.
3. The immediate past chair takes minutes at the steering committee meeting held during the SAA annual meeting; coordinates preparation of the annual report of Section activities from his or her service as chair and submits report to SAA within 90 days of start of term; acts as chair of the Section's nominating committee; is responsible for publishing electronic ballots and announcing the results of the balloting once the results are received from the online election; and is expected to attend the annual meeting. The immediate past chair serves a one-year term.

III. Steering Committee

- A. The steering committee is composed of ~~seven~~ six members: the chair, vice-chair/chair-elect, immediate past chair; and four at-large members.
- B. At-large members each serve ~~two-year~~ terms of two years, with two new members being elected via an online ballot system provided by the SAA staff prior to the ~~at each~~ annual meeting, and with additional members elected if unexpired terms need to be filled. The election cycle is intentionally staggered for continuity on the steering committee.
- C. A member may be re-elected but may not serve more than two terms ~~four consecutive years~~ as an at-large member. If a member is filling an unexpired term, the term shall be considered a whole term if its length is more than one year.
- D. At the request of the chair, at-large members may serve on the Nominating Committee, assist in planning the section meeting program, assist in planning annual meeting sessions of interest to the section, or other responsibilities as assigned. They also participate in discussion of section business and are expected to attend the annual meeting.
- E. ~~The immediate past chair is not a voting member of the steering committee but continues to participate in the Section leadership by the following: acts as chair of the Section's Nominating Committee; is responsible for publishing electronic ballots and announcing the results of the balloting at the Section's annual meeting; is expected to attend the annual meeting; and prepares the annual report to be submitted to SAA within 90 days of the annual meeting. The annual report covers the section's activities during the immediate past chair's year as chair.~~

IV. Election of Officers and Steering Committee

- A. Only members of SAA and the ~~Acquisition and Appraisal~~ Section may be nominated to serve as officers or steering committee members. Only members of the ~~Acquisition and Appraisal~~ Section may vote.
- B. The Nominating Committee consists of the immediate past chair of the Section (serving as chair of the committee) and the two at-large members of the steering committee whose terms are not expiring at the conclusion of the next annual meeting.
- C. The committee calls for nominations at least two months prior to the annual meeting. All persons whose names are submitted to the Committee or proposed by the Committee itself

shall be considered nominees if they agree to have their names placed in nomination and are members of SAA and the Section.

- D. The committee ensures that there is at least one nominee for vice chair/chair-elect and that the number of nominees for the steering committee is not less than the number of positions to be filled. If there is no nominee for vice chair/chair-elect, write-ins will be accepted during the voting process. If no clear winner emerges, the chair may appoint a vice chair/chair-elect from the ranks of the steering committee.
- E. The committee announces the nominees ~~in the last newsletter prior to the annual meeting and~~ through the section listserv and in other forms of communication that will reach all Section members prior to the annual meeting.
- F. Elections shall be conducted electronically ~~by using~~ means provided by SAA ~~the Society of American Archivists~~. The ballot will include a provision for write-in candidates. Members will have a minimum of one week to vote online. Members may request a mail-in ballot from the committee in place of an electronic ballot.
- G. ~~Results shall be announced at the Annual Meeting.~~ Election winners are determined by the majority of votes cast by the deadline. The committee ~~determines~~ verifies results and the committee chair (immediate past chair of the Section) announces the results at the annual Section meeting. If an election results in a tie, the committee conducts a runoff election at the annual Section meeting. For the benefit of those unable to attend the annual meeting, results shall also be announced via the Section listserv ~~after the Annual Meeting~~.
- H. Elected officers and steering committee members assume office by the end of the annual Section meeting. ~~at the conclusion of the annual meeting of the Section.~~
- I. Vacancies in steering committee terms will be addressed in the following ways:
 - 1. In the case of vacancy in the office of chair, the vice chair/chair-elect shall assume the office and duties of chair.
 - 2. In the case of vacancy in the office of vice chair/chair-elect, the office shall remain vacant until a new chair and vice chair/chair-elect are elected via an online ballot system provided by the SAA staff. In the interim between vacancy and election, the chair shall assume the duties of the vice chair/chair-elect, although the chair may ask steering committee members to assist in fulfilling the duties of the vice chair/chair-elect.
 - 3. In the case of vacancy in the office of immediate past chair, the steering committee shall appoint a replacement.
 - 4. In the case of vacancy of at-large members, the steering committee shall appoint a replacement, who shall serve to the end of the unexpired term.
 - 5. ~~If the vice chair is unable to succeed the chair, a new chair is elected following the same procedures as for the election of the vice chair. The Steering Committee shall appoint any other vacancies to fulfill unexpired terms of elected positions, after which a normal election shall occur.~~

V. Web Liaison and Section Intern

- A. The web liaison is appointed by the chair and approved by the steering committee, and cannot be a current steering committee member.
 - 1. The web liaison serves three years, but the term can be renewed indefinitely until another appointee candidate is identified and approved.

2. The web liaison updates and maintains the Section's official microsite in accordance with the *Uniform Guidelines for SAA Websites and Online Communications*. This person also works collaboratively with the section intern and Section leadership to update and maintain any additional Section-related communication streams, including social media channels, in accordance with the *SAA Guidelines on Component Group Use of Social Media and External Websites*.
- B. The section intern is appointed by the chair and approved by the steering committee.
1. The section intern serves one year, but the term may be renewed if another appointee is not identified or approved.
 2. The section intern works collaboratively with the web liaison and Section leadership to update and maintain any additional Section-related communication streams, including social media channels.

VI. Communications

- A. The Section will maintain a website that lists current membership, leadership, and activities. This website will be maintained in the area provided by SAA for component groups.
- B. The Section officers will compile and distribute at least three communications about Section leadership activities to the membership per year. These include: one communication sent prior to the annual meeting that includes nomination information; one notification of election results; and one communication (sent no later than six weeks after the annual meeting) that includes minutes from the Section meeting and steering committee meeting.
- C. In accordance with *SAA Guidelines on Component Group Use of Social Media and External Websites*, access privileges (user accounts and passwords) for microsites and other communication will be transferred yearly (or on an as-needed basis) to incoming and ongoing officers, committee members, and web liaison during the annual meeting.

VII. Meetings

- A. ~~The Acquisition and Appraisal Section meets once a year at the annual SAA meeting at the time and place scheduled by the SAA program committee and executive office. A steering committee meeting is usually held during the annual meeting.~~
- B. The steering committee shall meet at least four times annually.
- C. ~~For the section meeting, the vice chair takes minutes; for the steering committee meeting, the past chair takes minutes. Minutes are made available to the Section within six weeks of the annual meeting.~~

VIII. Amendment

- A. Any member of the ~~Acquisition and Appraisal~~ Section may propose amendments to these by-laws. Proposed amendments must be submitted in writing to the chair.
- ~~B.~~ Proposed amendments must be approved by a simple majority of the Steering Committee. ~~and must be ratified by a two-thirds majority of the total votes cast by members.~~
- C. In accordance with the *SAA Governance Manual* instructions for Section leadership, proposed amendments will be submitted to the executive director of SAA or his/her representatives prior to a vote by the Section membership.
- ~~D.~~ The chair will distribute proposed amendments to the membership through an announcement to the Section listserv. ~~and~~ They may also be announced through the Section newsletter listserv, website and other communication channels. The amendments shall ~~also~~ be available for review on the Section's website for 30 days before voting commences. Voting shall be conducted

electronically ~~using~~ by means provided by SAA the Society of American Archivists. Members ~~may request a mail in ballot from the committee in place of an electronic ballot. Members will have a minimum of one week to vote online.~~

- E. Proposed amendments must be ~~approved by a simple majority of the Steering Committee and must be~~ ratified by a two-thirds (2/3) majority of the total votes cast by Section members.
- F. After approval by Section membership, amendments will be sent to the SAA Council for approval and will be added to the Council minutes as described in the *SAA Governance Manual*.

IX. Enactment

- A. These by-laws were revised in 2009, 2016.

Support Statement: The section has followed the required procedures to suggest revisions to its bylaws, submit them for review by the Executive Director, and place them before the section membership for adoption. These bylaws meet the minimum requirements of the SAA Council and are in alignment with SAA's governance documents.

Impact on Strategic Priorities: None.

Fiscal Impact: None.

**Society of American Archivists
Council Interim Action
September 6, 2016**

**2016 Section Bylaws Revisions:
Manuscript Repositories Section**

(Prepared by SAA Governance Coordinator Felicia Owens)

BACKGROUND

The Manuscript Repositories Section Steering Committee put forward the following bylaws revisions on its 2016 election ballot. Leaders proposed that the web liaison position be eliminated from the Section's leadership roster, with the duties of managing the Section's website being distributed among members of the Steering Committee. The section membership, by large majority, adopted the revisions.

RECOMMENDATION

THAT the SAA Council approve the following changes to the Manuscript Repositories Section bylaws (*underline = addition, strikethrough = deletion*):

**Society of American Archivists
Manuscript Repositories Section Bylaws**

1. Membership
2. Officers
3. Steering Committee
4. ~~Web Liaison~~
5. Election of Officers and Steering Committee
6. Meetings
7. Amendments
8. Enactment

Steering Committee Assignments

I. Membership

1. Membership in the Manuscript Repositories Section of the Society of American Archivists is open to any member of SAA who has an interest in repositories that collect and administer holdings not generated by the organization or the institution of which the repository is a part.

II. Officers

1. Officers of the Manuscript Repositories Section consist of a chair and a vice chair.
2. A new vice chair is elected each year and serves for one year as vice chair, succeeding automatically to the office of chair for the subsequent year. If the vice chair is unable to succeed the chair, a new chair is elected following the same procedures as for the election of the vice chair.
3. The chair presides at meetings of the Section and the steering committee; represents the Section in its relations with SAA in general and with the Council and other groups within the Society; appoints Section committees as needed; submits an annual report of Section activities to the SAA executive office; and issues three newsletters annually to the Section membership.
4. The vice chair serves as acting chair in the absence of the chair.

III. Steering Committee

1. The steering committee consists of the officers and six members.
2. The members serve two-year terms, three members being elected at each annual meeting with additional members elected if unexpired terms need to be filled.
3. The steering committee serves in an advisory capacity to the chair, and its members may be assigned specific responsibilities by the chair. The steering committee plans each annual meeting of the Section.

IV. Web Liaison

- ~~1. The web liaison is appointed by the chair and approved by the steering committee.~~
- ~~2. The web liaison serves three years, consisting of one year as co liaison, one year as solo liaison, and a final year working with the new co liaison. If no one comes forward to take the co liaison position during the solo year, the web liaison's term can be renewed until another candidate is identified.~~

IV. Election of Officers and Steering Committee

1. Only members of SAA and the Manuscript Repositories Section may be nominated to serve as officers or steering committee members. Only members of the Manuscript Repositories Section may vote.
2. The nominating and elections committee consists of the immediate past chair of the Section (serving as chair of the committee) and the three steering committee members whose terms are not expiring at the conclusion of the next annual meeting.
3. The committee calls for nominations at least three months prior to the annual meeting.
4. The committee ensures that there is at least one nominee for vice chair and that the number of nominees for the steering committee is not less than the number of positions to be filled.
5. The committee announces the nominees in the last newsletter prior to the annual meeting.
6. The committee publishes an electronic ballot at least four weeks before SAA's annual conference. The ballot will include a provision for write-in candidates. Members may request a mail-in ballot from the

committee in place of an electronic ballot. The committee will announce a deadline for receipt of electronic or mail-in ballots.

7. Winners are determined by the majority of votes cast by the deadline. The committee determines results and announces the results at the annual Section meeting. If an election results in a tie, the committee conducts a runoff election at the annual Section meeting.

8. Elected officers and steering committee members assume office at the conclusion of the annual meeting of the Section.

V. Meetings

1. The Manuscript Repositories Section meets once a year at the annual SAA meeting at the time and place scheduled by the SAA program committee and executive office. A steering committee meeting is usually held immediately after the Section meeting.

2. Additional meetings of the entire membership or the steering committee may be scheduled by the chair if needed to carry out the business of the Section.

3. For the section meeting, the vice-chair takes minutes; for the steering committee meeting, the past chair takes minutes. Minutes are made available to the Section within six weeks of the annual meeting.

VI. Amendments

1. Any member of the Manuscript Repositories Section may propose amendments to these bylaws. Proposed amendments must be submitted in writing to the chair.

2. The chair will distribute proposed amendments to the membership through one of the Section newsletters. Amendments will appear on the electronic ballot that the committee publishes at least four weeks before SAA's annual conference. As with the election of officers, members may request a mail-in ballot from the committee in place of an electronic ballot. The deadline for receipt of electronic or mail-in ballots will be one week before the first day of SAA's annual conference. Only members of the Manuscript Repositories Section may vote.

3. A majority of the votes cast is required to amend the bylaws.

VII. Enactment

These bylaws were revised in 2009, 2016.

STEERING COMMITTEE ASSIGNMENTS

Note: This list is by no means exhaustive; it merely highlights certain assignments that are normally given to officers in the Section.

1. Steering Committee (1st year): service on Nominating Committee; participates in Steering Committee meetings at SAA; helps set the agenda for the year; contributes to the newsletter or other activities. Is expected to attend SAA annual meeting.

2. Steering Committee (2nd year): assists Chair and Vice Chair/Chair-elect in getting sessions of interest to Section members on the SAA program for the following year; assists in planning for the annual

meeting; is in a position to contribute in other ways such as liaison work with other organizations, contributions to the newsletter, etc. Is expected to attend SAA annual meeting.

3. *Vice-Chair/Chair Elect* (1-year position): normally acts as newsletter editor; works with the Chair and Steering Committee in establishing an agenda for the year; works to ensure that sessions of interest to Section members appear on the SAA program for the following year; prepares for term of service as Chair in the following year; takes minutes during the annual Section meeting. Must attend SAA annual meeting. (Candidates for this position are often drawn from the membership of the Steering Committee.)

4. *Chair* (1-year position): with other officers sets the Section's agenda for the year; organizes and runs the annual meeting of the Section at SAA; is the key contact person between the Section and other bodies such as the SAA Council; attends special committee meetings at SAA annual meeting; exercises overall supervision and responsibility for Section activities such as special projects, the newsletter, etc.; handles administrative matters such as writing an annual report and budget request to SAA Council, etc. Must attend SAA annual meeting.

5. *Immediate Past Chair* (1-year position): responsible for forwarding files and other information to current officers or to the SAA Archives as appropriate; acts as chair of the Section's Nominating Committee; is responsible for publishing electronic ballots and announcing the results of the balloting at the Section's annual meeting; assists as needed with ongoing work of the Section; takes minutes during the annual steering committee meeting. Is expected to attend SAA annual meeting.

Support Statement: The section has followed the required procedures to suggest revisions to its bylaws, submit them for review by the Executive Director, and place them before the section membership for adoption. These bylaws meet the minimum requirements of the SAA Council and are in alignment with SAA's governance documents.

Impact on Strategic Priorities: None.

Fiscal Impact: None.