

**Society of American Archivists Foundation
Board of Directors Meeting
November 13–14, 2016
Chicago, Illinois**

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 be elected by the Board of Directors from among their number, and 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.

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 Board of Directors. 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.

Section 1.3 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 1.4 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 1.5 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 1.6 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 1.7 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.

DISCUSSION

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

- The President serves as a member of the Grant Review Committee (per the "[SAAF Grant Application Evaluation Procedures](#)" adopted by the Board in August 2016). This information also is captured in the proposed Grant Review Committee Description at Agenda Item II.A.
- The Vice President serves as chair of the [Development Committee](#).
- The Treasurer serves as chair of the [Finance Committee](#).

The Board has not seen a need for a nominating committee 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. Both Class A and Class B Board members are eligible to serve as officers.

A draft motion appears below.

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 Treasurer 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 November 2016 to November 2017.

Fiscal Impact: None.