

# Society of American Archivists

## Proposed Amendments to the SAA Constitution and Bylaws

### DRAFT for Member Comment, December 2022

The SAA Council seeks member feedback on proposed amendments to the SAA Constitution and Bylaws. This is the first time in many years that the Council has conducted a comprehensive review and revision of all aspects of the Constitution and Bylaws. See below for the full proposed document with tracked changes and notes on rationale.

Learn more and submit comments or feedback by Friday, January 13, at:

<https://www2.archivists.org/news/2022/call-for-member-comments-proposed-amendments-to-saa-constitution-and-bylaws>

#### RATIONALE

Upon review and analysis of the SAA Constitution and Bylaws, Council is proposing the two documents be combined into one document. This format eliminates the need to change two documents where there's overlap, and one document offers simplicity versus referencing two different documents. The proposed document represents current best practices for association management as well as current practices within SAA. The changes outlined below are reflective of the Council's fiduciary responsibilities, the member experience, and current governance practices. Listed below are the high-level changes along with rationale.

These proposed revisions will be presented in an all-member referendum on the spring 2023 election ballot. A vote on this proposed document will represent approval of all changes.

#### 1. III. B - Dues and IV. Dues (deleted)

Rationale: SAA's Council has a fiduciary responsibility to oversee the Society's financials; therefore, changes to membership dues should reside with Council. This gives Council the authority and flexibility to adjust membership dues based on the Society's financial needs.

#### 2. IV. - Fellows of the Society of American Archivists

Rationale: This was updated to allow members who may have experienced an interruption in their membership dues to meet this qualification for Fellows.

#### 3. V.A.1.d - Governance and Administration

Rationale: As it stands, the Executive Committee includes a third year Council member. This change will officially recognize the Executive Committee member as an officer of the Society.

**4. V.A.2.a - Governance and Administration**

Rationale: For continuity and historical purpose, the immediate past president will serve as an *ex officio* member of Council for one year. This model also provides an opportunity for new Council members to gain knowledge and mentorship from a past president.

**5. V.J.1 - Member Referenda**

Rationale: This change is reflective of the proposed change listed above under “Dues.” SAA’s Council has a fiduciary responsibility to oversee the Society’s financials; therefore, changes to membership dues should reside with Council. This gives Council the authority and flexibility to adjust the membership dues based on the Society’s financial needs.

**6. IX – Amendments**

Rationale: For simplicity, these procedures are now representative in one area versus two under the new section “Amendments”.

DRAFT

# **Constitution and Bylaws** **of the Society of American Archivists**

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## **I. NAME**

The name of this organization shall be the Society of American Archivists. The Society is incorporated as a nonprofit organization under the laws of the District of Columbia.

## **II. OBJECTIVES**

The Society of American Archivists is a professional organization established to provide a means for effective cooperation among persons concerned with the documentation of human experience; to stimulate and to publish the results of research in archival administration and records management; to promote the adoption of sound principles and standards by all public and private agencies responsible for the preservation and administration of records; to foster a better public understanding of the nature and value of archival operations and holdings; to develop professional standards, particularly for the training of archivists, records managers, and custodians of private papers, and to improve the facilities and increase the opportunities for such training; to maintain and strengthen relations with historians, librarians, educators, public administrators, and others in allied disciplines; and to cooperate with other professional organizations, cultural and educational institutions, and international organizations having mutual interests in the preservation and use of recorded heritage.

## **III. MEMBERSHIP**

### **A. There shall be several categories of membership.**

1. Individual full membership shall be open to those who are or have been engaged in the custody, study, teaching, or control of records, archives, or private papers, or who wish to support the objectives of the Society. Full members are eligible to hold office in the Society; to

hold any appointed position in the Society; to vote for officers, Councilors, and members of the Nominating Committee; to vote on all matters requiring a vote which come before the Society as a whole; to be members of constituent units of the Society; and to receive the benefits of the Society's programs and services.

2. Individual associate membership shall be limited to those who wish to support the objectives of the Society but who are either not professionally responsible for custody or control of records, archives, or private papers or who are not engaged in the study or teaching of archives. Associate members are eligible to be members of sections and task forces and to receive the benefits of the Society's programs and services.

3. Individual student membership shall be open to students in degree-conferring programs. Student members may vote for officers, Councilors, members of the Nominating Committee, and on all matters requiring a vote which come before the Society as a whole. Student members are eligible to hold any appointed position in the Society; to be members of constituent units of the Society; and to receive the benefits of the Society's programs and services.

4. Institutional membership shall be open to institutions or agencies responsible for or substantially interested in the custody, study, teaching, control, or use of records, archives, and/or private papers. Institutional members are eligible to receive the publications of the Society. Each institutional member may identify a primary contact person, who is eligible to vote, hold office, and serve on appointed groups.

5. Honorary membership, in recognition of eminent distinction in any of the fields of the Society's objectives, may be extended to any person chosen by a two-thirds vote of the full membership of the Council following nomination by at least ten (10) individual members. Honorary membership shall be for life, and honorary members shall not be required to pay

dues or other assessments. They shall have all the privileges of individual full members. The number of honorary members shall not exceed ten (10) at any one time.

#### B. Dues

Changes in membership dues shall be determined by the Council.

#### C. Involuntary Termination of Membership

The membership of any member may be terminated for good cause which may include, among other reasons, any one (1) or more of the following reasons:

1. Arrearage in dues, fees, assessments or other financial obligations to SAA for a period of thirty to sixty days after notice thereof has been sent to the member in arrears. Membership is subject to suspension or termination at the discretion of SAA under this provision.

2. A final decision by the Council that a member has violated the SAA Code of Ethics; the Code of Conduct; the Equal Opportunity/Non-discrimination Policy; and the SAA Statement on Diversity, Equity, and Inclusion.

Any member whose membership has been involuntarily terminated shall be prohibited, from the date of termination, from: attending, presenting, or exhibiting at the SAA Annual Meeting; attending or teaching an SAA education course; authoring for SAA publications; receiving an SAA award or recognition; or participating on Section discussion lists or events.

Readmission. Any member whose membership was terminated involuntarily shall be eligible for readmission for membership in SAA by submitting a request to the SAA Council, provided that the basis for the original termination no longer exists.

#### **IVB. Fellows of the Society of American Archivists**

To recognize sustained and outstanding achievements in pursuit of the goals of the profession and the work of the Society, there shall be a special class of individual members, known as Fellows of the Society of American Archivists, which shall consist of members elected to that class by a seventy-five percent (75%) vote of the Committee on the Selection of Fellows. ~~The number of Fellows shall be no more than five percent (5%) of the total individual membership reported at the last annual business meeting of the Society. No member of the Society shall To~~ be elected a Fellow, ~~one must have been who has not been~~ a full-member of the Society in good standing for at least seven (7) years, ~~consecutively or non-consecutively immediately preceding election.~~

#### **IV. DUES**

~~A member shall be enrolled upon the first payment of dues and shall receive benefits during the period for which dues have been paid. All dues shall be payable in advance. Membership in good standing shall cease when dues are 28 days in arrears. Changes in membership dues shall be determined by the Council by a majority vote of those members voting in a referendum conducted according to the bylaws of the Society.~~

### **V. GOVERNANCE AND ADMINISTRATION**

#### **A. Officers and the Council**

##### 1. Officers.

The officers of the Society shall be a President, a Vice President, ~~and~~ a Treasurer, ~~and an~~ ~~Executive Committee member~~. The President and Vice President shall serve terms of one (1) year each and shall take office at the conclusion of the annual business meeting following the election and shall be ineligible for immediate reelection. The Vice President shall automatically become President at the conclusion of the following year's annual business meeting or in case of a vacancy in the presidency. The Treasurer shall be elected for a term of three (3) years

beginning at the conclusion of the annual business meeting following the election and shall be ineligible for immediate reelection.

## **1. DUTIES OF OFFICERS**

~~A-a)~~ The President shall direct and coordinate the affairs of the Society, preside at all business meetings of the Society, the Council, and its Executive Committee, and shall perform such duties as may be directed by the Council. The President may vote in any meeting of the Society at which ~~he or she presides~~they preside.

~~B-b)~~ The Vice President shall perform the duties of the President in case the President is absent or incapacitated and, in case of a vacancy in the presidency, shall assume that office and hold it for the remainder of the term. In case of a vacancy in the vice presidency, the Council shall determine how to fill the vacancy.

~~C-c)~~ The Treasurer shall be responsible for planning and formulating financial policy in consultation with the Finance Committee and the Executive Director; recommending such policies to the Council; reviewing the annual budget before its submission to the Finance Committee and to the Council; internal auditing of all Society financial operations; providing an annual report on the Society's finances; and investing special funds and endowments on the advice and consent of the Finance Committee and the Council. In the absence of the President and the Vice President, the Treasurer shall preside at business meeting(s) of the Society and meetings of the Council.

d) One councilor shall be elected from among the councilors in their second year of service for a term of one (1) year to serve on the Executive Committee.

## 2. Council

a) The government of the Society, the management of its affairs, and the regulation of its procedures, except as otherwise provided in this constitution and bylaws, shall be vested in a council. The Council shall consist of the President, Vice President, Treasurer, and nine (9) Councilors elected at-large by the Society. The Immediate Past President also serves as an ex officio member of the Council. Three (3) of the nine (9) Councilors shall be elected in each annual election for terms of three (3) years. The nine (9) Councilors shall be ineligible for immediate reelection. If a vacancy shall occur among the Councilors or in any of the offices except the presidency, it may be filled by the Council according to the constitution and bylaws of the Society. The person designated shall hold the position through the end of the original term.

Commented [1]: merge from bylaws

b) The Council shall meet at the Annual Meeting of the Society and shall hold such other meetings as it may determine. Special meetings of the Council for any purpose shall be called by the Executive Director on written request of the President or of three (3) members of the Council. Seven (7) members shall constitute a quorum for the transaction of business. When meeting in person, a vote shall become the act of the Council on approval by a majority of those present and voting, unless otherwise required by the constitution or bylaws.

~~c) There shall be an Executive Committee of the Council constituted according to the bylaws of the Society.~~ **EXECUTIVE COMMITTEE:** The Executive Committee of the Council shall be composed of the President, the Vice President, the Treasurer, and one councilor who shall be elected from among the councilors in their second year of service for a term of one (1) year by the nine (9) councilors at the spring meeting of the Council. The President shall serve as chair of the Executive Committee and shall call the committee into session. The Executive Committee shall act for the Council in conducting the affairs of the Society between meetings of the Council and shall provide timely communication and consultation with the Council between meetings. The Executive Committee shall annually conduct a performance review of the Executive Director according to procedures mutually agreed to by the Executive Committee and the Executive Director and approved by the Council.

Commented [FO2]: From the (current) Bylaws; no revisions to current language.

## **B. ~~2.~~ DUTIES OF THE EXECUTIVE DIRECTOR**

Commented [FO3]: From the current Bylaws.



The Executive Director shall manage the programs and activities of the Society and its staff. The Executive Director shall assist the President in establishing the agenda for the Council's meetings.

The Executive Director shall keep the minutes of the annual business meeting, Council meetings, and Executive Committee meetings; prepare and ~~sendmail~~ notices; present at each annual business meeting a report of the activities of the Society; and perform such other duties as may be directed by the Council. The Executive Director shall have custody of and preserve the corporate seal of the Society and shall affix the seal under the direction of the President and the Council. The Executive Director shall, in consultation with the Treasurer, prepare the Society's annual budget for submission to the Executive Committee and the Council. The Executive Director shall receive and disburse all funds in the general operating budget of the Society and the funds in the various Society budgets supported by external grants, special projects, and endowments under guidelines established by the Council. Quarterly reports of all receipts and disbursements for all budgets shall be made to the Council by the Executive Director. According to guidelines established by the Council, the Executive Director shall hire, compensate, supervise, evaluate, and terminate all other persons employed by the Society.

### **3. COUNCIL**

~~When the Council meets through telecommunications or electronic conference, a vote shall become the act of the Council upon the approval of a majority of all members of the Council unless otherwise required by the constitution or bylaws.~~

**Commented [4]:** From the current Bylaws – completely deleted, as unnecessary/redundant with Constitution.

#### **B.C. Finances.**

1. The Society's financial assets and activities shall be divided into funds reflecting general operations, special projects, endowments, and such other functional categories as the Council may establish from time to time. To further the aims and purposes of the profession, the Council may establish special projects funds set apart from the general operating and

endowment funds and used only for the purposes for which they are or were established. The Council may establish permanent endowment funds from which only the earnings may be expended to further the aims of the Society.

2. The Council shall ~~hold fiduciary responsibility~~~~be responsible~~ for policy governing investment of funds and for care of other assets of the Society. Fiscal control of the funds and assets shall be maintained by such records and accounting system as may be prescribed by the Council in accordance with the constitution ~~and~~ bylaws, and existing guidelines. An annual audit of the financial affairs shall be made and a report of the audit published.

#### **D.5. ELECTION OF OFFICERS AND COUNCILORS**

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~~1. A.~~ There shall be a Nominating Committee composed of five (5) members, two (2) of whom are selected at the spring meeting of the Council from among the councilors in their second year of service and three (3) of whom have been elected by the membership. The person receiving the most votes in the election by the membership shall serve as chair. In the event of a tie vote, the chair shall be appointed by the Vice President / President-Elect from among the three (3) elected members of the Committee.

~~2. B.~~ The Nominating Committee shall canvass the membership for suggestions of possible nominees for the offices of Vice President, Treasurer, councilors, and Nominating Committee. The tabulated results of this advisory canvass shall be made available to any member of the Society upon request. The Nominating Committee shall try to achieve a broadly based, diverse ~~election slate governing body~~.

~~3. C.~~ The Nominating Committee shall put forth a minimum of two (2) nominees from the eligible membership for each vacancy. The Nominating Committee shall notify the membership of the names of the nominees via the SAA website and through the January/February issue of the Society's newsletter. An eligible member may also be placed on the ballot by submission of a petition signed by ~~5% of eligible voting members of the society~~~~fifty (50) individual members~~.

Such petitions must be submitted to the Executive Director received in the executive office at least 60 days prior to the election ballot opening by February 10.

4. D. The Nominating Committee shall issue an official ballot containing names of the candidates whom it has named, the candidates who have been nominated by petition, and blank space for write-in candidates. The ballot shall be accompanied by brief biographical sketches of the nominees, a diversity statement per the guidelines approved by the Council, and responses to questions posed by the nominating committee. Candidates may add a brief statement of the issues facing the Society and how they intend to deal with those issues.

5. E. Ballots shall be distributed to all eligible voting members according to a method and schedule approved by the Council. If no candidate for a vacancy receives a plurality of at least forty (40) percent of the membership voting, the Nominating Committee will conduct a run-off election under terms determined by the Council. In the event of a tie vote for the office of Vice President, both candidates will be deemed to have been elected and will serve successive terms. The Council will determine by lot which candidate will serve as Vice President in the first and as President in the second year. The other candidate will serve as Vice President in the second year and as President in the third year. In the event of a tie vote that affects the outcome of the election for any other office, the Council will determine by lot which candidate will serve.

6. F. All votes shall be tallied by at least three (3) individual members of the Society. The ballots and the tabulated results shall then be given to the Executive Director who shall immediately notify all candidates of election results. The names of the new officers, councilors, and members of the Nominating Committee shall be published online and in the next issue of the Society's newsletter and announced publicly at the annual business meeting. A member may obtain the vote count from the executive office of the Society.

~~7.G.~~ In filling a vacancy for any councilor or officer other than the president under the terms of Article V., Section A.2.a., of the constitution and bylaws, the Council shall balance the will of the voting membership expressed in the most recent election cycle, the need for familiarity with issues being addressed by the Council, and the amount of time remaining in the term of the vacancy to be filled.

#### ~~6.E.~~ **Appointments.**

The Council shall appoint an Executive Director who shall serve at its pleasure. Except when the Council or its Executive Committee is in executive session, the Executive Director shall attend the meetings of the Council, the Executive Committee, and the annual business meeting and keep their minutes, but shall not vote. ~~The Council shall appoint the Society's archivist and may make other appointments as needed.~~

#### ~~6.F.~~ **ORGANIZATIONAL UNITS**

~~1.A.~~ Except as otherwise specified in the constitution and ~~for~~ bylaws, committees, boards, task forces, working groups, sections, and other units shall be created and terminated by the President with the advice and approval of the Council. Chairs of committees, boards, task forces, and working groups shall be appointed by the Vice President / President-Elect for terms of one year and may be appointed to a maximum of three consecutive terms except for such bodies for which the term and means of selection of chair are otherwise specified in the constitution and ~~for~~ bylaws of the Society. Each committee, board, task force, working group, or other unit shall have guidelines approved and amended as necessary by the Council that set forth its purpose, size, composition, means of selection and length of terms of members and chair, reporting procedures, and duties and responsibilities. Each section shall select its own leaders and shall adopt standing rules defining its own governance provided that no section standing rules may be in conflict with the constitution and bylaws, or ~~guidelines~~ Governance Manual of the Society.

Commented [FO6]: From the current Bylaws.

~~2. B.~~ Student chapters may be initiated in academic institutions and approved by the Council. Each student chapter shall select its own leaders and adopt bylaws defining its own governance, provided that no student chapter bylaw may be in conflict with the constitution ~~and~~, bylaws, or the Governance Manual~~guidelines~~ of the Society.

#### **7. G. - GRIEVANCE COMMITTEE**

In the event of grievances as specified below, there shall be a ~~Personnel~~ Grievance Committee. The Committee shall be composed of five members, each of whom must have served the Society as a councilor or as an elected officer within the past five years, but who may not be serving in such capacity at the time of the work of the Committee. Two members of the Committee shall be chosen by the Council, two members by the individual(s) filing/involved in the grievance~~Executive Director~~, and the fifth member by decision of the first four members chosen. The fifth member will serve as chair of the Committee. The Committee shall hear grievances 1) between members of the Society and the Council, 2) between the Executive Director and the Council, ~~3) between the Executive Director and a staff member~~, and ~~4) such other grievances as may be referred to it by the Council~~. The decision of the ~~Personnel~~ Grievance Committee concerning matters involving the Executive Director shall be binding upon the parties to the dispute, provided that the decision is in accordance with applicable federal and state laws and the constitution and bylaws of the Society.

Commented [FO7]: From the current Bylaws.

#### **H. 8. GOVERNANCE MANUAL GUIDELINES**

The Council is authorized and directed to prepare, adopt, or amend such administrative guidelines, policies, and procedures as may be desirable to regularize the functions and operations of the Society's committees, task forces, boards, sections, representatives, awards, programs, and other activities. Adoption or amendment to the Governance Manual~~of a guideline~~ requires approval by a majority of the Council. No part of the Governance Manual~~guidelines~~ may conflict with the Society's constitution ~~or and~~ bylaws. The guidelines~~Governance Manual~~ shall be maintained by the Executive Director and made available on the

Commented [FO8]: From the current Bylaws.

~~Society's website, and a copy of the current guidelines shall be available to any member upon request to the Executive Director.~~

#### **I. 9. PARLIAMENTARY PROCEDURE**

Robert's *Rules of Order* (latest revised edition) shall govern the proceedings of the Society, except as otherwise provided for in the constitution ~~and~~, bylaws, and special rules of the Society.

Commented [FO9]: From the current Bylaws.

#### **J. 41. MEMBER REFERENDA**

~~1. A. Member dues changes and r~~Resolution of motions filed with the Executive Director in accordance with Article IX ~~or Article X~~ of the Constitution ~~and Bylaws~~ shall be determined by member referendum ~~held in conjunction with the next annual election.~~

Commented [FO10]: From the current Bylaws.

~~2. B.~~The Council Executive Committee shall review and approve a briefing paper prior to the constitutionally specified distribution date for presentation of the ~~motion for dues changes and~~ constitution ~~or and~~ bylaws amendments.

~~3. C.~~Copies of proposed ~~member dues changes,~~ constitution ~~or and~~ bylaws amendments, and briefing papers, prepared by the proposer(s) and/or by the Executive Director in accordance with Council guidelines, shall be distributed in accordance with Articles IX ~~and X~~ of the Constitution ~~and Bylaws~~ and shall be presented ~~60 days prior to the referendum ballot opening at the annual business meeting.~~ Presentation shall include information regarding the timing of the referendum on the proposed ~~dues change or~~ amendment, as specified in F. and G. of this bylaw.

~~4. D.~~All members shall be given the opportunity to participate in discussion and debate on items presented for referendum.

~~5. E.~~ Notice of the referendum, along with copies of the documents specified in C., shall be distributed by the Executive Director ~~according to a method approved by the Council~~ to eligible voting members.

~~6. F.~~ For ~~dues changes and~~ amendments proposed under Articles IX. and X. of the constitution that are determined by the Council to be time sensitive, the notice of the referendum specified in E. shall occur no more than thirty (30) days ~~after~~~~after the meeting at which~~ the motion is presented. Ballots shall be distributed to eligible voting members according to a method approved by the Council no fewer than sixty (60) days and no more than ninety (90) days after the ~~motion is first presented~~meeting.

~~7. G.~~ For amendments proposed under Articles IX. ~~and X.~~ of the constitution ~~and bylaws~~ that are determined by the Council not to be time sensitive, the notice of the referendum specified in E. shall occur no fewer than sixty (60) days prior to the availability of ballots for the annual election of officers, councilors, and elected members of the Nominating Committee. The referendum on such amendments shall be included as part of this annual ballot.

~~8. H.~~ Approval of motions shall be determined by a majority vote ~~for dues changes and by a two-thirds (2/3rds) vote~~ for proposed amendments to the Constitution and Bylaws of those members voting in the referendum, provided that at least ten (10) percent of the eligible voting members shall have voted. A member may obtain the vote count from the Executive Director.

## VI. MEETINGS

1. The Society shall hold an annual business meeting at such time and place as the Council shall determine, and special meetings may be called by a two-thirds (2/3rds) vote of the Council. Notice of each meeting of the Society shall be given by the Executive Director at least thirty (30) days before the date of the meeting. ~~One hundred (100) individual members shall constitute a quorum for the transaction of business, but a smaller number may adjourn to another date.~~

Commented [11]: Merge with "Rules of the Annual Business Meeting" section

~~2. Resolutions passed at the annual business meeting or submitted in writing and signed by five (5) percent~~1% of the eligible voting members which request the Council to take a specific action must be formally considered and voted upon by the Council in a timely fashion. The membership shall be notified of the results of that deliberation in the first communication sent to the membership following the Council's vote. If ten (10) percent of the membership disagrees with the Council's decision and files a petition to that effect with the executive office within ninety (90) days of the Council's notification, a special referendum shall be conducted within one hundred and eighty (180) days and the results of a majority vote of the members voting in this referendum shall be binding provided that at least thirty (30) percent of the eligible members shall have voted.

#### **40-2. RULES OF BUSINESS MEETING**

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At the beginning of the Society's annual business meeting, the President shall present the following rules for adoption by a majority vote of those members present and voting. Once adopted, the rules may be suspended or amended only by a two-thirds (2/3rds) majority of members present and voting unless such suspension or amendment conflicts with the Society's constitution ~~or~~ and bylaws. Notice of the rules of the business meeting shall be made in writing to all meeting attendees.

- a) Full members, student members, and honorary members may vote at the Society's business meetings. Each institutional member may identify a primary contact person who is eligible to vote.
- b) In any question of the membership status of an individual, the executive office roster of members for the month in which the annual meeting begins will be definitive.
- c) All members may participate in discussions at the business meeting.



~~d) Nonmembers may speak by general consent of the membership; if a member calls into question the participation by a nonmember, the chair will ask for a vote by the members present. A simple majority will provide consent to speak.~~

e) Persons seeking recognition from the chair shall identify themselves for the record, giving their names, and institutional or other affiliation, ~~and whether they are members or nonmembers.~~

f) One hundred (100) individual members constitute a quorum.

g) Debate shall be limited to five minutes for each speaker; no speaker may have the floor twice until all who wish to speak have spoken.

~~h) All resolutions to be brought before the business meeting for action shall be submitted in writing to the Executive Director no later than noon of the day preceding the business meeting and shall be available to members at the meeting. Resolutions from the floor may be considered by majority vote, except as required by the Constitution.~~

i) At the beginning of the meeting the President will announce the agenda, call for additions or amendments, and call for a vote to approve the agenda. After the agenda has been adopted by the majority of the members present and voting, it can be departed from only by the general consent or by two-thirds vote if any members request a vote.

~~j) Proxy votes are not permitted.~~

~~j~~k) Should the business meeting be held virtually, where a quorum of eligible voting members cannot be confirmed nor an official vote taken, the rules of the business meeting shall be waived. Resolutions or other business brought forward by members will be handled separately as deemed appropriate by the Council and in accordance with the SAA constitution and bylaws.

~~k~~) Aside from the rules above, Robert's *Rules of Order* (latest revised edition) will govern the business meeting.

## VII. RECORDS

The records of the Society, of the Council, and of other units of the Society shall be preserved by the officers, Councilors, the Executive Director, and unit chairs, and shall be promptly turned over by them to their successors. Noncurrent records shall be appraised by direction of the ~~Executive Director~~Council upon recommendation of the Society's archivist, those records of continuing value shall be placed for preservation in the Society's official archives, ~~who and the Council~~ shall determine a policy of access to these records.

## VIII. PUBLICATIONS

~~When funds are available, the Society shall publish a journal, a newsletter, a membership directory, and such other publications as the Council may designate. All categories of membership shall be entitled to receive the journal and newsletter and access to the membership directory and subscriptions to the periodicals shall be accepted from others at such rates as may be directed by the Council.~~

## IX. BYLAWS AMENDMENTS

1. Adoption or amendment of the constitution and bylaws as specified below may be made either by a two-thirds (2/3rds) vote of the Council or by a ~~majority~~two-thirds (2/3rds) vote of those members voting in a referendum conducted according to the constitution and bylaws of the Society.
2. The Council is authorized and directed to prepare, adopt, or amend ~~such the~~ constitution and bylaws as may be desirable to regularize the administrative practices of the Society.
3. Amendments to the constitution and bylaws may be recommended by a majority vote of the Council or proposed in writing by at least 5% of the eligible voting members of the Society. ~~Amendments to be voted on by member referendum must be filed with the Executive Director at least sixty (60) days prior to conduct of a member referendum. All amendments must be filed with the Executive Director at least one hundred (100) days~~

~~prior to the conduct of a member referendum. Copies of the proposed amendments shall be distributed by the Executive Director according to a method approved by the Council to eligible voting members at least sixty (60) days in advance of the referendum at which they are to be presented. Copies of the proposed amendments shall be distributed by the Executive Director according to a method approved by the Council to eligible voting members at least thirty (30) days in advance of the referendum at which they are to be presented.~~

4. A copy of the current constitution and bylaws shall be published on the Society's website and shall be available to any member upon request to the Executive Director.

## **X. AMENDMENTS**

~~Amendments to this constitution may be recommended by a majority vote of the Council or proposed in writing by at least 5% of the eligible voting members of the Society. All amendments must be filed with the Executive Director at least one hundred (100) days prior to the conduct of a member referendum. Copies of the proposed amendments shall be distributed by the Executive Director according to a method approved by the Council to eligible voting members at least sixty (60) days in advance of the referendum at which they are to be presented. Amendments may be adopted by a two-thirds (2/3rds) vote of those members voting in a referendum conducted according to the bylaws of the Society.~~

## **XI. DISSOLUTION**

In accordance with the laws of the District of Columbia (currently 29 D.C. Code 1047), the Society may be dissolved upon the vote of two-thirds (2/3rds) of the members present and voting at a meeting called for such purpose following notification ~~through the U.S. Postal Service~~ at least 90 days in advance of the meeting. In the event of dissolution, the Society's property, funds, and other assets shall pass to whatever agency or agencies may be designated by the Council in office at the time of dissolution.

*Constitution: As amended August 1997, August 2010, August 2011, October 2016, March 2021.*

*Bylaws: As amended November 3, 2006; August 10, 2009; August 27, 2011; June 3, 2016; October 28, 2016; March 2021.*