

The MARAC Bylaws went into effect on July 1, 2016, being approved by the membership the previous November. These Bylaws replaced earlier governing documents, being a separate Constitution and Bylaws. Periodically, the Bylaws are reviewed and revised to reflect the current practices and procedures of MARAC. A brief history of the revision process and its associated documents are available below.

MID-ATLANTIC REGIONAL ARCHIVES CONFERENCE, INC. BYLAWS

(effective July 1, 2019)

ARTICLE I

Name

The name of this organization shall be the Mid-Atlantic Regional Archives Conference, Incorporated, hereafter called the Conference or MARAC.

ARTICLE II

Mission Statement

MARAC's mission is to provide affordable archival education, encourage diversity and inclusion in the profession, foster collegiality among archivists, and support archival advocacy throughout the MARAC region.

ARTICLE III

Members

3.1. Individual membership shall be open to any person who has paid all dues assessed by the Conference. Membership is not open to institutions.

3.2. The membership assembled in a business meeting shall be able, by majority vote, to overturn a Steering Committee decision, or to require the Steering Committee to take an action.

3.3. Members shall declare one or more state caucuses as part of their membership from among the following represented states: Delaware, the District of Columbia, Maryland, New Jersey, New York, Pennsylvania, Virginia, and West Virginia.

3.4. Members of each state caucus shall have the right to cast one vote for the purposes of electing a Caucus Representative to the Steering Committee in each caucus where they declare membership and pay any requisite dues.

ARTICLE IV

Officers

4. 1. The officers of the Conference shall be the Chair, the Chair-elect, the Meetings Coordinator, the Secretary, and the Treasurer. No person shall hold more than one office at one time.

4. 2. The Chair-elect shall be elected annually, serve one year in that office from July 1st to June 30th and at the conclusion of that year immediately succeed to the office of Chair and serve one year in that office from July 1st to June 30th. The Meetings Coordinator, Secretary and Treasurer shall hold office for two (2) years, from July 1st to June 30th and until a successor shall have been elected or qualified.

4.3. The Chair shall act as Chairperson of the Steering Committee and shall have general supervision over the activities and operations of the Conference, subject, however, to the control of the Steering Committee. To be eligible for the office of Chair, the person must have served for the immediately preceding year or part thereof as Chair-elect. The duties of the Chair shall be, without limitation, to

- (a) preside at all meetings of the Steering Committee and Conference business meetings;
- (b) oversee all advocacy efforts and otherwise represent the Conference as needed;
- (c) cause regular reports of the actions of the Steering Committee and the Conference to be provided to the members;
- (d) cause regular reports and recommendations of the Steering Committee officers, caucus representatives, committee chairs, and other advisors to be provided to the Steering Committee for their consideration and action;
- (e) ensure the Steering Committee engages in strategic planning, development of complementary policies and programs, and evaluation of policies;
- (f) serve as an advisor to and a non-voting ex-officio member of all other committees, except Nominations and Elections;
- (g) appoint members of ad hoc committees; and
- (h) perform such other duties as pertain to the office and as may be assigned by the Steering Committee or as prescribed for the office by the adopted parliamentary authority.

4.4. The Chair-elect shall attend all meetings of the Steering Committee and Conference business meetings. The duties of the Chair-elect shall be, without limitation, to

- (a) perform the duties of the Chair in the absence of the Chair;
- (b) make all appointments for vacant positions unless otherwise noted;
- (c) serve as an advisor to and a non-voting ex-officio member of all other committees, except Nominations and Elections;
- (d) prepare for assuming the office of Chair, working closely with and under the direction of the Chair; and
- (e) perform such other duties as pertain to the office and as may be assigned by the Steering Committee or as are prescribed for the office by the adopted parliamentary authority.

4.5. The Meetings Coordinator shall attend all meetings of the Steering Committee and the Conference business meetings. The duties of the Meetings Coordinator shall be, without limitation, to

- (a) serve as the voting ex-officio chair of the Meetings Coordinating Committee;
- (b) recommend, in consultation with the Chair, Chair elect, and the Meetings Coordinating Committee, individuals to serve as the chairs of the local arrangements and program committees for the regular meetings of the Conference;

- (c) oversee and approve all contractual arrangements for the regular meetings of the Conference; and
- (d) perform such other duties as pertain to the office and as may be assigned by the Steering Committee or as are prescribed for the office by the adopted parliamentary authority.

4.6. The Secretary shall attend all meetings of the Steering Committee and the Conference business meetings. The duties of the Secretary shall be, without limitation, to

- (a) take minutes documenting all actions decided at these meetings;
- (b) serve as a voting ex-officio member of the Membership Committee; and
- (c) perform such other duties as pertain to the office and as may be assigned by the Steering Committee or Chair or as are prescribed for the office by the adopted parliamentary authority

4.7. The Treasurer shall attend all meetings of the Steering Committee and the Conference business meetings. The duties of the Treasurer shall be, without limitation, to

- (a) ensure that funds of the Conference are managed in a fiscally responsible manner and that the Conference operates in accordance with ethical business practices;
- (b) prepare an annual budget and issue quarterly financial reports for the Conference;
- (c) oversee and make recommendations on budgets and issue financial reports for all regular meetings of the Conference;
- (d) serve as the voting ex-officio chair of the Finance Committee and as a voting ex-officio member of the Meetings Coordinating Committee; and
- (e) perform such other duties as pertain to the office and as may be assigned by the Steering Committee or as are prescribed for the office by the adopted parliamentary authority.

4.8. In the case of a vacancy in the office of Chair, the Chair-elect shall assume that office, and serve the remainder of that term of any duration, and the term for which they were elected. When a vacancy occurs in the office of Chair-elect, Meetings Coordinator, Secretary, or Treasurer, the Nominations and Elections Committee shall issue a ballot within 30 days to fill that office. Elected replacements shall serve the remainder of the original term.

4.9. If a vacancy in the office of Chair and Chair-elect occurs simultaneously, a past Chair may be appointed as Chair temporarily until a new Chair and Chair-elect are elected via a special election.

ARTICLE V

Nominations and Elections

5.1 The Nominations and Elections Committee shall consist of five (5) members. By June 30th, the chair-elect shall appoint two (2) members, who shall be Steering Committee members completing their term and leaving the Steering Committee as of June 30th, and three (3) shall be elected by the membership. The Nominations and Elections Chair shall be the elected member who receives the most votes.

5.2. Nominations and Elections Committee members shall serve for a one (1) year term. Terms shall run from July 1st to June 30th.

5.3. The Nominations and Elections Committee shall create a slate of members in good standing for all open positions, including officers, members-at-large, caucus representatives, and as noted in these bylaws, certain committee members and chairs. The Nominations and Elections Committee shall be bound to nominate for an officer or member-at-large position a candidate named in a nominating petition signed by at least ten percent (10%) of the Conference members.

5.4. Conference officers and Members-at-large shall be elected at large, while Caucus Representatives shall be elected only by the members of their respective caucuses. Members-at-large and Caucus Representatives shall each serve a term of two (2) years, commencing on July 1st in the year of election and shall serve until a successor has been elected and qualified, or until their inability to serve. The Chair-elect shall be elected annually; Members-at-large, the Meetings Coordinator and the Secretary shall be elected in odd-numbered years. The Treasurer and Caucus Representatives shall be elected in even-numbered years.

5.5. The Nominations and Elections Committee shall issue an official ballot in whatever form it deems appropriate at least seventy-five (75) days before the first business meeting of the calendar year. Ballots shall include space for write-in candidates for each position. In the event of vacancies in any elected position, including elected committee members, the Committee shall issue an official ballot within thirty (30) days. Ballots shall be submitted to the Nominations and Elections Committee no later than thirty (30) days after being issued.

5.6. The Nominations and Elections Committee shall tally the ballots and certify the results. The Chair of the Nominations and Elections committee shall promptly notify the Chair, Chairelect, and all the candidates of the results. The results of the election shall be formally announced through all regular Conference communication channels after all candidates have been notified of the results.

5.7. A nominee receiving the highest number of votes for an office shall be elected to that office, even in the event a majority is not achieved. In the event of a tie vote, the Nominations and Elections Committee shall issue a second ballot containing only the names of the tied nominees within fifteen (15) days of the first tally. These ballots shall be submitted to the Nominations and Elections Committee within fifteen (15) days.

ARTICLE VI

Meetings

6.1. The Conference shall hold up to two (2) regular meetings each year for the purpose of providing continuing education and a program of interest to the members and the general public and to transact business at the business meeting. One of these meetings shall be held in the first half of the calendar year. The business meeting held at the regular meeting in the first half of the calendar year shall be known as the Annual Meeting.

6.2. The quorum for a business meeting shall be one-fourth (1/4) of the members registered for that meeting.

6.3. Special business meetings for any purpose may be called by the Steering Committee or at the written request of one-fourth (1/4) of the members of the Conference. The business to be transacted at any special meeting shall be limited to that noted in the call.

6.4. Written notice of regular or special business meetings shall be sent to the membership at least thirty (30) days before the meeting.

ARTICLE VII

Steering Committee

7.1. The board of directors of the Conference shall be known as the Steering Committee. Voting members shall include the officers, one (1) Caucus Representative from each state represented in the Conference, and four (4) Members-at-large. No member may hold more than one elected position at one time.

The Chair may invite any additional attendees or special advisors to the meeting as is necessary to carry out the agenda.

7.2. The Steering Committee shall have the full power to conduct, manage and direct the business and affairs of the Conference.

7.3. Any member of the Steering Committee may resign at any time by giving written notice to the Chair and Secretary of the Conference. The resignation shall take effect at the date of receipt of the notice, or at any later time specified therein.

7.4. Any member of the Steering Committee may be removed, either for or without cause, by the Steering Committee whenever in the judgment of the Steering Committee the best interests of the Conference will be served. Removal shall occur only upon a two-thirds vote of the Steering Committee members then in office, exclusive of the person being considered for removal, and only after that person has been given an opportunity to be heard at a meeting of the Steering Committee.

7.5. When a vacancy occurs in any elected Steering Committee position, the Nominations and Elections Committee shall issue a ballot within 30 days to fill that office. The replacement shall serve for the balance of the unexpired term, unless that office is covered by bylaws Section 4.8. The fact that a vacancy occurs and action is taken by the Steering Committee before a replacement is elected shall not invalidate or otherwise affect such action or the power of the Steering Committee to act. To ensure the continuance of business, the Chair may make a temporary appointment to fill the position until the results of the ballot are known.

7.6. The Steering Committee shall meet quarterly. Two of the quarterly meetings of the Steering Committee shall be held at the same place as the regular meetings each year. At least one of the quarterly Steering Committee meetings shall be held as soon as possible after the beginning of the fiscal year, at such place within or outside of the represented states, as the Chair or the Steering Committee may from time to time select.

7.7. Steering Committee meetings shall be open to all Conference members.

7.8. Special meetings of the Steering Committee shall be held whenever called by the Chair or two (2) or more of the members of the Steering Committee. Notice of each such meeting shall be given to each member of the Steering Committee at least seventy-two (72) hours in advance if given by telephone or email and ten (10) days in advance if notice is given by mail. Every notice shall state the time and place of the meeting. Business for a special meeting shall be limited to that in the notice for the meeting.

7.9. Steering Committee members may participate in a meeting of the committee by remote means, so long as all persons participating in the meeting have the ability to communicate. Remote participation in a meeting pursuant to this section shall constitute presence in person at the meeting, and a voting member so participating shall count toward establishing the quorum.

7.10. Two (2) officers and six (6) other voting Steering Committee members shall constitute a quorum for any Steering Committee meeting. Each voting member shall be entitled to one vote. The vote of a majority of Steering Committee members present and voting, except as may be otherwise noted in these bylaws, shall be the acts of the Steering Committee.

ARTICLE VIII

Committees

8.1. The Standing Committees of the Conference shall be Awards, Diversity and Inclusion, Finance, Meetings Coordinating, and Nominations and Elections. Additional standing committees may be established upon an amendment to the bylaws.

8.2. Standing Committees shall be comprised of at least three (3) members and shall be appointed by the Chair-elect, except as otherwise noted in these bylaws.

8.3. The Awards Committee chair shall be elected by the membership for a three-year (3-year) term, and shall coordinate the work of the committees and represent the committees on the Steering Committee. The Awards committees shall be composed of elected members as follows:

(a) The Arline Custer Award Committee, the Finding Aids Committee, and the Scholarship Committee shall each be composed of at least six (6) members, each elected for a term of three (3) years.

(b) The Distinguished Service Award Committee shall be composed of four (4) members: two (2) members who shall be elected to two-year (2-year) staggered terms; the Immediate Past Chair of the Conference, who shall chair the committee; and the Historian, who serves as a non-voting ex-officio member.

8.4. The Diversity and Inclusion Committee shall facilitate, sponsor, and promote diversity and inclusiveness within the archival profession in general and at the meetings and activities of MARAC in particular. The Diversity and Inclusion Coordinator serves as the voting ex-officio chair, who shall be elected by the membership for a term of three (3) years.

8.5. The Finance Committee shall have oversight responsibility for all financial matters and shall act as an advisor to the Treasurer.

8.6. The Meetings Coordinating Committee shall recommend future sites for Conference meetings, interpret and recommend policy related to meeting planning, and provide oversight, support and guidance to the local arrangements and program committees.

8.7. The Nominations and Elections Committee shall operate pursuant to Article V (Nominations and Elections) of these bylaws.

8.8. Operational committees, ad hoc committees, or task forces may be created by the Steering Committee. Operational committees, ad hoc committees, or task forces shall be composed of at least three (3) members.

8.9 No person shall serve as chair of more than one standing committee, operational committee, or task force at one time.

8.10. When a vacancy occurs in any elected committee position, the Nominations and Elections Committee shall issue a ballot within 30 days to fill that position. The replacement shall serve for the balance of the unexpired term. To ensure the continuance of business, the Chair may make a temporary appointment to fill the position until the results of the ballot are known.

8.11. Members of any committee established by these bylaws, a resolution, or the Steering Committee may participate in a meeting of the committee by remote means, so long as all persons participating in the meeting have the ability to communicate. Remote participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

ARTICLE IX

Fiscal Matters; Archives

9.1. The Conference is a non-profit professional organization incorporated in Delaware.

9.2. The fiscal year shall be July 1st through June 30th.

9.3. Annual dues shall be established by the Steering Committee. Changes in dues proposed by the Steering Committee shall be ratified by a majority vote at a business meeting of the membership. Notice of dues changes shall be issued to members at least thirty (30) days before that business meeting.

9.4. The financial records of the Conference shall be audited annually by at least two members of the Finance Committee, and the report of the condition of the accounts shall be made to the Steering Committee. The Treasurer may not observe or participate in the audit. The accounts may be audited by an independent public accountant when a new Treasurer is elected and/or at such other times as directed by the Steering Committee.

9.5. No officer, member, or agent of MARAC may expend Conference funds or obligate the Conference financially without first ensuring that expenditure has been authorized by the approved Conference budget, the approved budget of a regular Conference meeting, or by special action of the Conference membership or the Steering Committee.

9.6. Except as otherwise provided in these bylaws, the Steering Committee may authorize any officer or representative to enter into any contract or to execute or deliver any instrument on behalf of the Conference. Such authority may be general or confined to specific instances.

9.7. The Conference has selected the University of Maryland Libraries as the official repository for its Archives. The Chair shall represent the Conference to negotiate the terms and conditions of any agreements between the Conference and the University of Maryland Libraries.

ARTICLE X

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority for all matters not specifically covered in these bylaws.

ARTICLE XI Amendments

11.1. Amendments to these bylaws shall be proposed by

- (a) twenty-five (25) members in writing to the Conference Secretary; or
- (b) the Steering Committee by a two-thirds (2/3) vote or greater.

11.2. Proposed amendments shall be issued to the membership at least thirty (30) days before a business meeting in order to facilitate discussion at that meeting. The membership assembled at the business meeting may amend by majority vote the proposed amendments.

11.3. The ballot to approve bylaws amendments shall be issued to the membership no more than thirty (30) days after the conclusion of the business meeting. An ad hoc committee shall be appointed by the Chair to tally the votes. A majority vote of those returned and voting on that specific amendment shall be required for approval.

Bylaws Revision Process, 2012-16

Beginning in 2012, former MARAC Chair Danna Bell and her successor, MARAC Chair Ed Galloway, undertook a systematic review of the MARAC Operations Manual and created a new manual and an associated MARAC Wiki to assist with the effective running of the MARAC organization. In Spring 2013, following the election of John LeGloahec as MARAC Chair, the focus shifted from the operations of MARAC to a review of the MARAC Committee structure to identify efficiencies and opportunities for streamlining the work of the organization. At the Summer 2013 MARAC Steering Committee Meeting, LeGloahec appointed a Task Force to look at the existing MARAC Committee structure. The Task Force was headed by MARAC Member-at-Large Amy Schindler and was comprised of MARAC Treasurer Jim Gerencser, Member-at-Large Rebecca Goldman, Electronic Resources Committee Chair Arian Ravanbakhsh, and Virginia Caucus Representative Laura Stoner.

The Task Force submitted its first round of proposals at the Fall 2013 Steering Committee meeting in Philadelphia. A few minor items that did not require any changes to MARAC's governing documents were approved. For larger issues, more feedback was sought. Following a survey to all members of MARAC's committees, a second round of proposals were discussed at the Winter 2014 MARAC Steering Committee and approved.

At the Spring 2014 MARAC Meeting in Rochester, New York, the final proposals that required bylaws changes were discussed. It was determined at that meeting to establish an Ad Hoc Committee on Bylaws Revisions, which was formally established at the Summer 2014 Steering Committee. The Committee was chaired by former MARAC Chair Lisa Mangiafico, and was comprised of former MARAC Treasurer Jim Gerencser, former Chair of the Task Force on MARAC Committees Amy Schindler, MARAC Member-at-Large David D'Onofrio, and District of Columbia Caucus Representative Andrew Cassidy-Amstutz. MARAC Parliamentarian Dawn Fairchild served the committee in an advisory capacity.

Baltimore Fall 2014 Conference - Town Hall Meeting Documents

The documents below detailed the specific changes to the MARAC governing documents and provided a rationale for the proposed changes prior to the Baltimore Town Hall Meeting.

[Draft MARAC Governing Document](#)

[Associated Chart](#)

[Town Hall Meeting Minutes Draft from 10-17-14](#)

Boston Spring 2015 Conference – Bylaws Revision Documents—Saturday Lunch Discussion (12:45-1:30 pm)

The documents below provided a update on the work of the Ad Hoc Committee for Bylaws Revisions, including a new draft of a proposed revision to MARAC's governing documents, and articles prepared by the committee that provided background on the revision itself and what was in the proposed revision.

[Report of the Ad Hoc Committee on Bylaws Revision](#)

[Draft 2 for Member Comment with Steering Committee Requested Options for Chair terms](#)

[Why Revise? article](#)

[Leadership and Vacancies article](#)

[Background on Committee Structure article](#)

[Boston Lunch Discussion Meeting Minutes Draft](#)

Roanoke 2015 Conference – Bylaws Revision Documents—Friday Town Hall and Saturday Business Meeting

The documents below provided a report on the work of the Ad Hoc Committee for Bylaws Revisions, including the draft presented to and approved by the MARAC Steering Committee for presentation as the final proposal for discussion in Roanoke.

[Report of the Ad Hoc Committee on Bylaws Revision](#)

[Steering Committee Approved Draft \(clean\)](#)

[Steering Committee Approved Draft \(with markup\)](#)

Final Governing Documents Revision for Member Approval by Ballot

The proposed revision approved by the Steering Committee, and posted above, was sent to all MARAC members in September 2015. At the Business Meeting in Roanoke, the members in attendance amended the proposal in Article I, Name, by adding "or MARAC" to the end of the sentence. No other amendments were proposed by the membership. Below you will find the final proposal for member vote by ballot.

[Final Proposal to Revise MARAC's Governing Documents](#)

Bylaws Revision Vote Final Results – Chair's Message 11/19/2015

The votes are in and the MARAC Bylaw revisions have passed. There were 297 votes cast with 288 "yes" and 9 "no" votes. The new revised MARAC Bylaws will go into effect July 1, 2016 and there are several issues that need to be addressed to make this a smooth transition. In order to plan for this transition, I have appointed Danna Bell, former MARAC Chair, to lead the Bylaws Transition Team.

My sincere thanks go out to those who served on the Ad Hoc Committee on the Revision of MARAC's Governing Documents, including Committee Chair Lisa Mangiafico, and Committee members Andrew Cassidy-Amstutz, David D'Onofrio, Jim Gerencser, and Amy Schindler. Thank you to former MARAC Parliamentarian Dawn Fairchild, who served the committee in an advisory capacity, and special thank you to John LeGloahec, my predecessor as MARAC Chair, for his hard work and dedication to this effort. Most importantly, I am especially grateful for the feedback from MARAC members, because an integral part of any successful and strong organization is the participation and feedback of the membership.

Brian Keough
MARAC Chair, 2015-2017

Bylaws Revision Vote Final Results – Chair's Message 5/18/2018

The votes are in and the MARAC Bylaw revisions have passed! There were 324 votes cast with **295 "yes"** vote and **29 "no"** votes. The new revised MARAC Bylaws will go into effect July 1, 2018, and there are two action items that result from the revisions:

1. A special election for the inaugural Diversity & Inclusion Coordinator.
2. Appointment of three (3) committee members to the new Diversity & Inclusion Committee.

My deepest thanks go out to those who served on the Task Force for Diversity & Inclusion, including Task Force Chair Lindsey Loeper, and Task Force members Christine Anne George, Kirsten Strigel Carter, Kenneth Cleary, E. Evan Echols, Josue Hurtado, and Megan Mille. And a special thank you to Brian Keough, my predecessor as MARAC Chair, for his initiating this effort. Most importantly, I am especially grateful for the feedback from MARAC members, as an integral part of an organization's commitment to diversity and inclusion is the engagement of the membership.

Vin Novara
MARAC Chair, 2017-2018

For background on these Bylaw revisions, please see [the Diversity and Inclusion Committee](#), specifically the work of the Diversity and Inclusion Task Force.

Bylaws Revision Vote Final Results – Chair's Message 5/15/2019

The votes are in and the MARAC Bylaw revisions have passed! Here is the tally:

Article II: 206 Yes, 12 No
Article IV: 214 Yes, 4 No
Article V: 203 Yes, 15 No
Article VII: 228 Yes, 12 No
Article VIII: 210 Yes, 8 No
Article IX: 215 Yes, 3 No
Article XI: 215 Yes, 3 No

The new revised MARAC Bylaws will go into effect July 1, 2019. The revisions updated nomenclature, clarified duties, and strengthened its language, bringing the Bylaws up-to-date and in line with the current operational responsibilities of various officers and committees.

My thanks to the members of the Ad Hoc Committee on Reviewing and Revising the MARAC Bylaws -- Lauren Brown (MARAC Historian), Jessica Lydon (Member-at-Large), Liz Novara

(MARAC Archivist). I also wish to thank Rachel Grove Rohrbaugh (Chair-elect), Jennie Knies (Secretary), Amanda May (Treasurer), Mary Mannix (Meetings Coordinator), Geof Huth (Member-At-Large), Margaret Kidd (Member-At-Large), Danna Bell (Parliamentarian), Sara Predmore (Administrator), and the rest of the Steering Committee for all of their input. And, to the MARAC membership who took the time to review what we did and voted.

Becky Collier
MARAC Chair, 2018-2019