

MID-ATLANTIC REGIONAL ARCHIVES CONFERENCE, INC.

BYLAWS

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. 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, Chair-elect, 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.