

(Changes from the first draft for member comment in October are noted in yellow highlight. Please note that the nomenclature throughout the document has reverted to chair rather than president as in the October draft.)

Proposed Revision
MARAC Constitution (last amendments January 2008) and Bylaws (last amendment October 2011)

PROVISO If adopted, the Proposed Revision would go into effect on July 1, 2016.

NOTE: The proposed revision is a combination of both the Constitution and Bylaws, into a new document to be called "Bylaws", as it is now recommended practice that all of an organization's rules of this kind are combined into a single document.

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.

ARTICLE II
Objects

The Conference is a non-profit member-oriented professional organization, incorporated in Delaware. Its objectives are to promote cooperation, communication, and education among individuals with an interest in archival and manuscript materials.

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. 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 a Chair, a Chair-elect, a Meetings Coordinator, a Secretary, and a 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 shall hold office for three (3) years, and the 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 Chairman 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 Chair's duties shall include, 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 advisors to be provided to the Steering Committee for their consideration and action;
 - (e) ensure the Steering Committee engages in strategic planning, development of policies and programs which complement the objects and mission of the Conference, and evaluation of policies;
 - (f) serve as an ex-officio member of all committees, except Nominations and Elections;
 - (g) 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; and
 - (h) appoint a Parliamentarian.
- 4.4. The Chair-elect shall attend all meetings of the Steering Committee and Conference business meetings and shall perform the duties of the Chair in the absence of the Chair. Upon expiration of the term of the Chair or the inability to serve, the Chair-elect shall succeed automatically as Chair. Further, the duties of the Chair-elect shall include, without limitation, to:

- (a) make all appointments for vacant committee positions unless otherwise noted;
- (b) supervise the work of all committees through their chairs;
- (c) serve as an ex-officio member of all 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 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 include, without limitation, to:

- (a) serve as the ex-officio chair of the Meetings Coordinating Committee;
- (b) recommend, in consultation with the Chair-elect and the Meetings Coordinating Committee, appointments as the chairs of the local arrangements and program committees for the regular meetings;
- (b) oversee and approve all contractual arrangements for the regular meetings of the conference;
- (c) 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.

4.6. The Secretary shall attend all meetings of the Steering Committee and the Conference business meetings and shall take minutes including all actions at these meetings. The duties of the Secretary shall include, without limitation, other such duties as may be from time to time assigned by the Steering Committee or Chair or as prescribed 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 include, 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;
- (c) serve as the ex-officio chair of the Finance Committee and as an ex-officio member of the Meetings Coordinating Committee; and

- (d) 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.
- 4.8. 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, by resignation or removal, 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.

ARTICLE V Nominations and Elections

- 5.1 The Nominations and Elections Committee shall consist of five (5) members. Two (2) shall be Steering Committee members completing their term and leaving the Steering Committee as of June 30th who are appointed by the Chair-elect, 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 -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 the respective state and district caucuses. Members-at-large and Caucus Representatives shall serve two (2) year terms, 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 and the Secretary shall be elected in odd-numbered years. The Treasurer and Caucus Representatives shall be elected in even-numbered years. The Meetings Coordinator shall be elected in either odd- or even-numbered years as relates to a three (3) year term.
- 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 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 the candidates have been notified of the results. Ballots shall be destroyed thirty (30) days following formal announcement of the results at the Annual Meeting.

- 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 noticed 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 by the Conference and the District of Columbia, and four (4) Members-at-large.
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 removed, 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, by resignation or removal, 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 4.7. 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.
- 7.6. Regular meetings of the Steering Committee shall be held at the same place as the regular meetings each year for the purpose of providing continuing education and a program of interest to the members of the Conference. At least one additional regular Steering Committee meeting shall be held as soon as possible after the beginning of the fiscal year, at such place within or outside of Delaware, 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 included in the notice, and shall be limited to that in the notice.
- 7.9. Steering Committee members may participate in a meeting of the committee by means of electronic conferencing technology of which at a minimum all persons participating in the meeting can hear each other. 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, Finance, Meetings Coordinating, and Nominations and Elections. Additional standing committees may be established upon recommendation of the Steering Committee and a majority vote of the membership.

- 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 (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 elected for three (3) year staggered terms.
 - (b) The Distinguished Service Award Committee shall be composed of four (4) members: two (2) members who shall be elected to two (2) year staggered terms; the Immediate Past Chair of the Conference, who shall chair the committee; and the MARAC Archives Coordinator, who serves as a non-voting ex-officio member.
- 8.4. The Finance Committee shall have oversight responsibility for all financial matters and shall act as an advisor to the Conference Treasurer, who shall serve ex-officio as the chair of the committee.
- 8.5. 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.
- 8.6. The Nominations and Elections Committee shall operate pursuant to Article V Nominations and Elections of these bylaws.
- 8.7. Special committees or task forces may be created by the Steering Committee. Special committees or task forces shall be composed of at least three (3) members, appointed by the Chair-elect.
- 8.8. No person shall hold more than one standing committee, special committee, or task force chairmanship at one time.
- 8.9. Members of any committee established by these Bylaws, resolution, or the Steering Committee may participate in a meeting of the committee by means of electronic conferencing technology of which at a minimum all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

ARTICLE IX
Fiscal Matters; Assets

- 9.1. The fiscal year shall be July 1st through June 30th.
- 9.2. 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.
- 9.3. The books of the Conference shall be audited annually by at least two members (with the exception of the chair) of the Finance Committee, and the report of the condition of the accounts shall be made to the Steering Committee. The accounts shall be audited by an independent public accountant when the office of Treasurer changes hands and at such other times as directed by the Steering Committee.
- 9.4. 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 Conference meeting, or by special action of the Conference membership or the Steering Committee.
- 9.5. 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.
- 9.6. The Conference Archives are designated as an asset of the organization. The Conference has selected the University of Maryland Libraries as the official repository for its Archives. The Chair shall represent the Conference to determine 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.

- 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. A special 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.

Options for Chair/Chair-elect/Immediate Past Chair terms

	Description	Pros	Cons	Other
1-1-1	Serves one year as Chair-elect, one year as Chair, and one year as immediate Past Chair serving as the chair of the Distinguished Service Awards and chair of the overall Awards Committee	<ul style="list-style-type: none"> • Essentially splits the current duties of the Chair into two distinct years, allowing an orientation and getting up to speed period before assuming office of Chair YEAR 1—Chair-elect— responsible for overseeing work of committees and committee appointments YEAR 2—Chair— Responsible for ensuring the strategic work of the Steering Committee is done and representing the organization as necessary • Shortens the current term (two years as chair, two years as Chair of the Distinguished Service Award Committee), while keeping the term of the most essential work to 2 years, as it is now; duties as Past Chair can be managed at a distance in most cases (as they often are now) • Reinforces concept of Chair’s stewardship of the organization by ensuring the decision-making body (Steering Committee)and organization is doing the work it needs to move forward (strategic direction), rather than Chair setting the agenda for the work that must be pursued • Provides for straight-forward 	<ul style="list-style-type: none"> • Concerns some Chairs will not be able to figure out what to do in only one year 	<ul style="list-style-type: none"> • Addresses many of the barriers that have been consistently cited by the Nominating committees as making this office the most difficult in recruiting candidates—lack of preparation/orientation and length of term • Provides the shortest period of term of office for required meeting attendance (years) , which especially helpful to individuals who cannot commit personal or institutional financial or time resources to serving in this office for a longer period

		<p>succession in case of vacancies</p> <ul style="list-style-type: none"> • Maintains value seen in past chairs' understanding of organization's workings and people as chair of the Distinguished Service Award, and chair of the Awards Committee 		
<p>1-1-1 Modified</p> <p>Recommended by the Ad Hoc Committee on Bylaws Revisions</p>	<p>Same as the 1-1-1 model above, except that the past chair would only serve automatically as the chair of the Distinguished Service Awards Committee, but not the Awards Committee (currently written as such in the March 2015 Draft 2 for Member Comment)</p>	<ul style="list-style-type: none"> • Same as above 	<ul style="list-style-type: none"> • Same as above 	<ul style="list-style-type: none"> • Chair of Awards Committee chosen by the subsidiary members of that committee from among the elected chairs of the Custer, Finding Aids, Scholarships and Distinguished Service Awards Committees OR • A separate election would be held for the position of Chair of the Awards Committee (currently written as such in Draft 2 for Member Comment)
<p>2-2</p>	<p>Serves two years as Chair-elect and two years as Chair</p>	<ul style="list-style-type: none"> • Allows an orientation and getting up to speed period before assuming office of Chair • Maintains current time commitment of four years • Provides for straight-forward succession in case of vacancy in Chair position 	<ul style="list-style-type: none"> • Lengthens the term where required attendance at meetings would be assumed from 2 years to 4 years • Reinforces concept that the Chair sets the plan for the 2 year term, rather than the decision-making body (Steering Committee) • Lose the value of the past chair's understanding of the organization's workings and people as Chair of 	<ul style="list-style-type: none"> • Would probably want to change proposed Section 4.8 to have the Chair-elect only fill the remainder of the Chair's term (even though this could be just a matter of months)—as the proposed section currently reads, a Chair-elect could rise to be Chair for the remainder of the term and serve their own term for almost four years. • Would change the structure of the Distinguished Service Award to a committee of

			the Distinguished Service Award	<p>three elected members and the MARAC Archives Coordinator (like the other award committees)</p> <ul style="list-style-type: none"> • Chair of Awards Committee chosen by the subsidiary members of that committee from among the elected chairs of the Custer, Finding Aids, Scholarships and Distinguished Service Awards Committees OR • A separate election would be held for the position of Chair of the Awards Committee (currently written as such in Draft 2 for Member Comment)
1-2	Serves one year as Chair-elect, and two years as Chair	<ul style="list-style-type: none"> • Allows an orientation and getting up to speed period before assuming office of Chair • Shortens the current term (two years as chair, two years as Chair of the Distinguished Service Award Committee) 	<ul style="list-style-type: none"> • Creates a more convoluted succession in case of vacancy—would need to designate how vacancy would be filled in the first year of the Chair’s term • Lengthens the term where required attendance at meetings would be assumed from 2 years to 3 years • Reinforces concept that the Chair sets the plan for the 2 year term, rather than the decision-making body (Steering Committee) • Lose the value of the past chair’s understanding of the 	<ul style="list-style-type: none"> • Vacancy in chair filled in first year by? <ul style="list-style-type: none"> • Immediate past chair for remainder of term? • Immediate past chair until an election can be held to elect a new chair? (lose orientation) • Immediate past chair for the remainder of the administrative year with an immediate election for Chair-elect to take office as Chair on the following July 1? • Immediately called elections select both a new chair and a chair-elect for the remainder of the administrative year (until June 30th)

			organization's workings and people as Chair of the Distinguished Service Award	when the Chair-elect takes office?
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