

MARAC's Governing Documents: Why Revise?

Revising MARAC's Constitution and Bylaws into a single governing document is a big undertaking, and was not entered into lightly. Since the founding of MARAC in 1972, there have been various amendments to these two documents, but to our knowledge there has never been a complete revision. It is actually quite unusual to go so long without a full review of an organization's governing documents. Parliamentary authorities recommend revising documents at least every twenty years so that governing practices remain aligned with the inevitable changes in the organization—and society—that take place over time. In the survey sent out to the MARAC membership in November, one commenter brought home in sharp relief MARAC's situation: "Changes are natural for governing documents that are well into middle age." So how did we get started on this effort?

After assuming his office as MARAC Chair in 2013, John LeGloahec asked Professional Registered Parliamentarian Dawn Fairchild, a NARA colleague, to serve as his parliamentarian. When she reviewed MARAC's governing documents, she informed John that the parliamentary authority named in the MARAC Bylaws had long since been superseded, and that another should be chosen. The obvious choice is Robert's Rules of Order Newly Revised, by far the most commonly used parliamentary authority in this country by organizations large and small.

When MARAC was founded more than forty years ago, it was not unusual to have two governing documents. Over the years, however, parliamentary authorities have come to recommend the efficiency of a single governing document. All provisions related to a topic are found in that single document, eliminating any confusion about where to look for information about the organization shall operate. A single governing document also improves transparency, as members know exactly where to find all information regarding governance, and how to amend existing provisions if they so choose. In a nutshell, the need for a new parliamentary authority opened up newer and more efficient methods to documenting and communicating how MARAC governs itself.

Besides the Constitution and Bylaws, MARAC has other governing documents as well. These are the various operational procedures that the Steering Committee and other standing and special committees use to guide their work. These operational procedures are generally approved within the Steering Committee or by the individual committees. In the past, most of these procedures were gathered together in what became known as "the green binder," a compiled manual that was generally passed from outgoing members of Steering Committee or standing committees to their successors. In more recent years, that manual has been rewritten as a wiki, where information is more easily updated and shared among committee members, as well as being readily available to all members of MARAC.

Besides having MARAC's governing documents reviewed by a registered parliamentarian, John LeGloahec also recommended the creation of an ad hoc committee to review how the existing standing committees were structured and organized. (This was the first such effort to review the committee structure as a whole since the Task Force on Committee Functions, which reported during the tenure of MARAC Chair Susan McElrath.) The ad hoc Committee on Committees presented several ideas for discussion by the Steering Committee beginning in the fall of 2013, and those discussions continued into the winter and spring of 2014. Many of the recommendations for adjusting committee responsibilities required updating sections of both the Constitution and Bylaws. In light of that fact, combined with the need for a new parliamentary authority and its general recommended move to a single governing document, it seemed best to take care of all of this organizational business at one time by reviewing and drafting fully revised bylaws and addressing all of the recommended changes at once.

Regarding the recommended changes, a person at the MARAC Town Hall Meeting in Baltimore asked how the Articles of Incorporation fit into MARAC's governing documents. MARAC has been incorporated in the state of Delaware since 1981. Incorporation gives an organization the right to operate according to its established rules and for its stated purposes under the laws of the state issuing the incorporation. As a result, if MARAC ever has the need to seek legal recourse, the organization can do so through the Delaware courts following state law. One other important aspect of the Articles of Incorporation is that they provide indemnification for MARAC's volunteer leaders for actions taken in good faith, thus protecting their private, personal assets so that volunteers can serve without worry.

In short, the Articles of Incorporation is MARAC's "outward" facing governing document, telling others how we govern ourselves in a legal, corporate world. The existing Constitution and Bylaws, which are proposed for revision, are MARAC's "inward" facing governance documents. (Interestingly, MARAC's Articles of Incorporation mention only a "Board of Directors," but do not say that this board will be referred to as the Steering Committee. In the new draft of the bylaws, we have made sure that it is understood that our board of directors is called the Steering Committee.) These documents, those currently in effect and as proposed for revision, along with our operational manual, articulate for all of our members how we govern ourselves.