

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 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.

ARTICLE IV
Officers

4. 1. The officers of the Conference shall be a President, a President-elect, a Secretary, and a Treasurer. No person shall hold more than one office.
4. 2. The President-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 President and serve one year in that office from July 1st to June 30th. The Secretary and Treasurer shall hold office for two years from July 1st to June 30th and until a successor shall have been elected or qualified.
- 4.3. The President 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 President, the person must have served for the immediately preceding year or part thereof as President-elect. The President's duties shall include, without limitation, to:
 - (a) preside at all meetings of the Steering Committee and Business Meetings;
 - (b) oversee all advocacy efforts and otherwise represent the Conference as needed;
 - (b) cause regular reports of the actions of the Steering Committee and the Conference be provided to the members;
 - (c) cause regular reports and recommendations of the Steering Committee advisors be provided to the Steering Committee for their consideration and action;
 - (d) ensure the Steering Committee engages in strategic planning, development of policies and programs which complement the objects and mission of the Conference, and receives evaluations of policies;
 - (e) serve as an ex-officio member of all committees, except Nominations and Elections;
 - (f) 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
 - (g) appoint a Parliamentarian.
- 4.4. The President-elect shall attend all meetings of the Steering Committee and Business Meetings and shall perform the duties of the President in the absence of the President. Upon expiration of the term of the President or the inability to serve, the President-elect shall succeed automatically as President. Further, the duties of the President-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 President, working closely with and under the direction of the president; 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; and.
- 4.5. The Secretary shall attend all meetings of the Steering Committee and the 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 President or as prescribed by the adopted parliamentary authority.
- 4.6. The Treasurer shall attend all meetings of the Steering Committee and the Business Meetings. The duties of the Treasurer shall include, without limitation, to:
- (a) ensure that funds of the Conference are managed in 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; and.
- 4.7. In the case of a vacancy in the office of President, the President-elect shall assume that office, and serve the remainder of that term of any duration, and the term for which they were elected. When filling a vacancy in the office of President, the vacancy in the President-elect position will be filled at the next annual election. When a vacancy occurs in the office of President-elect by resignation or removal, a ballot shall be sent within 30 days to fill that office. The President shall appoint replacements for a vacancy in the offices of Secretary or Treasurer, who shall serve until the next annual election. 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 President-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 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 (10) percent of the Conference members.
- 5.4. Conference officers and Members-at-large shall be elected at large, while State Representatives shall be elected only by the members of the respective state and district caucuses. Members-at-large and State Representatives shall serve for 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 President-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.
- 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. 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 President, President-elect and all the candidates of the results. The results of the election shall be formally announced through all regular MARAC communication channels after all the candidates have been contacted with the results. Ballots shall be destroyed thirty (30) days following formal announcement 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.
- 6.2. The quorum for a Business Meeting shall be one-fourth (1/4) of the members registered for that meeting.

- 6.3. Special 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 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 of the Meetings Coordinating Committee, the Development Coordinator, the MARAC Archives Coordinator and the Parliamentarian shall attend the meetings of the Steering Committee and serve as special advisors without vote. The President may invite any additional attendees 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 President 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 being given an opportunity to be heard at a meeting of the Steering Committee.
- 7.5. If any elected member of member of the Steering Committee resigns, is removed or otherwise unable to complete a term, the President shall appoint a replacement. 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 made shall not invalidate or otherwise affect such action or the power of the Steering Committee to act.
- 7.6. Two regular meetings of the Steering Committee shall be held at the same place as the two (2) regular meetings each year for the purpose of providing a continuing education and a program of interest to the members of the Conference. At least one additional regular 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 President or the Steering Committee may from time to time select. Steering Committee meetings shall be open to Conference members.

- 7.7. Special meetings of the Steering Committee shall be held whenever called by the President 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, email or telegram, 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.
- 7.8. 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 members so participating shall count toward establishing the quorum.
- 7.9. 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, Communications, Education, Electronic Resources, Finance, Meetings Coordinating, Membership Development, and Nominations and Elections.
- 8.2. Standing Committees shall be comprised of at least three (3) members, except as otherwise noted in these bylaws, and shall be appointed by the President-elect. The President-elect shall appoint the chairs of the Communications, Education, Electronic Resources, and Membership Development committees. The chair of the Meetings Coordinating Committee shall be elected by the membership for a three (3) year term. The Conference Treasurer shall serve as ex-officio chair of the Finance Committee. Members may not chair more than one Standing Committee.
- 8.3. The Awards Committee shall be chaired by the Immediate Past President of the Conference, who shall coordinate the work and represent the following committees on the Steering Committee:
 - (a) The Arline Custer Award Committee , the Finding Aids Committee and the Scholarship Committee; each committee shall be composed of 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 President 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 Communications Committee shall provide oversight of the content and manage production of Conference member and technical publications.
- 8.5. The Education Committee shall facilitate, sponsor, and promote year-round educational offerings in the Conference region.
- 8.6. The Electronic Resources Committee shall have oversight of all the Conference electronic resources and technology platforms, and assess emerging technologies for adaptation by the Conference.
- 8.7. The Finance Committee shall have oversight responsibility for all financial matters and shall act as an advisor to the Conference Treasurer.
- 8.8. The Meetings Coordinating Committee shall recommend future sites for semi-annual Conference meetings, interpret and recommend policy related to meeting planning, and provide oversight, support and guidance to the Local Arrangements Committees and Program Committees.
- 8.9. The Membership Development Committee shall support recruitment and retention through the development of members as active and engaged with the Conference and its mission.
- 8.10. The Nominations and Elections Committee shall operate pursuant to Article V Nominations and Elections of these bylaws.
- 8.11. Special committees may be created by the Steering Committee. Members shall be appointed by the President, or may be delegated to the President-elect.
- 8.12. Members of any committee authorized by these Bylaws 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 1 through June 30.
- 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 sent to members at least thirty (30) days before that 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 MARAC semi-annual meeting/conference, 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 President 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 President to tally the votes. A majority vote of those returned and voting on that specific amendment shall be required for approval.