

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.

Conforms with DRAFT 2

Proposed Revision Section	Source	Changes	Comments/Rationale
Article I Name	Constitution 1	No changes	
Article II Objects	Constitution 2	Added education to objects	Reflect the educational nature of the organization in relation to what we provide the members and public vis a vis our 501(c)(3) status
Article III Members	Constitution 3	Changed name of article from Membership and Dues to Members	Changed article title as dues is not covered in this article
3.1.	Constitution 3	Moved privileges of membership to next sections	
3.2.	Constitution 3; Constitution 5	No changes	
3.3.	Bylaws 7.A.; Constitution 3	Establishes the caucuses; states privilege of identifying a caucus and privilege to vote for caucus representation	Moves establishment of state caucuses to link it with the privilege of membership to vote for caucus representatives.
Article IV Officers			
4.1.	Constitution 4; Bylaws 1; Bylaws 2	Changed titles from Chair and Vice Chair to President and President-elect throughout the document	Modernizes titles to those commonly used in volunteer organizations.
4.2.	Bylaws 2 A&B	Changed term of office from "shall begin at the conclusion of the meeting following their election" to specific July 1-June 30 term dates	Regularizes the term of office with a start and end date that is consistent with the fiscal year and annual planning cycle
4.3.	Bylaws 1 A, B	Duties of the President have been listed; notations provided that duties are not limited to those listed.	The Steering Committee, for the purpose of this revision, has approved a change in who will carry out some of the duties assigned to the current chair. Listing the duties, with the inclusion they are not limited to what is listed, permits

			the President to do what is necessary to carry out the office. It also provides candidates with an understanding of the requirements of the office. Not including the Nominations and Elections Committee for ex-officio membership seeks to keep the deliberations of this committee free from any possible undue influence.
4.4.	Bylaws 1 A; recommendations approved by Steering Committee	Duties of the President-elect have been listed; notations that duties are not limited to those listed	The list of duties conforms to the realignment of the position as approved by the Steering Committee. Listing duties, with inclusion they are not limited to what is listed, permits President-elect to do what is necessary to establish and carry out this new office. It also provides candidates with an understanding of the requirements of the office. Not including the Nominations and Elections Committee for ex-officio membership seeks to keep the deliberations of this committee free from any possible undue influence.
4.5.	Bylaws 1 A	Duties of the Secretary are listed; notations that duties are not limited to those listed	The list of duties conforms with the position. Including a not limited to declaration permits the Secretary to undertake any other duties that are assigned or may become regularized duties of that office in the future.
4.6.	Bylaws 1 A, B, E	Duties of the Treasurer are listed; notations that duties are not limited to those listed	The list of duties conforms with the position as carried out in the organization and commonly in other volunteer organizations. The not limited to declaration permits the Treasurer to undertake any other duties that are assigned or may become regularized duties of that office in the future.
4.7.	Bylaws 1.C.	List how vacancies in President, President-elect handled in new configuration. Expands how vacancies in Secretary and Treasurer will be handled , and sets the term of office for elected replacement	Clarifies how vacancies will be handled with the new President/President-elect configuration and for Secretary and Treasurer
Article V Nominations and Elections			
5.1.	Bylaws 3.A.	Changed appointments by MARAC Chair to President-elect, clarified that service on Steering Committee must be concluded for appointment to the Nominations and	Appointments are now the duty of the President-elect, and with no term limits for Steering Committee members (excepting the President and President-elect), clarified that members who will continue on the Steering Committee for

		Elections Committee.	additional terms are not eligible to serve concurrently on the Nominations and Elections Committee.
5.2.	Bylaws 3.B.	Changed term of office, removed language regarding succession	Clarify and standardize the terms of office with other elected offices, and to standardize the lack of term constraints with other committee positions.
5.3.	Bylaws 3.C.	Added language regarding member good status to be eligible for inclusion on the slate; deleted reference about soliciting Caucus Representative nominations from the state caucuses.	Clarify that individuals must be members, and not have lapsed membership, in order to be a candidate for any elected position. Deleted reference regarding Caucus Representative nominations coming from the state caucuses is obvious and if needed should be listed in the Operations Manual.
5.4.	Constitution 4; Bylaws 2.A. & B.	Changed terms to July 1-June 30; added annual election of President-elect; changes Secretary to elected in odd-years	Terms conform with other officers and fiscal year/annual planning cycle. Permits the election of two officers (President-elect and Secretary and President-elect and Treasurer) each year.
5.5.	Bylaws 3.D.	Changed 60 days to 75 days; added notation to indicate the first meeting of the calendar year is the first business meeting of the calendar year	Increasing the days out from the business meeting gives candidates more time to register for the conference if they are elected; clarifies which meeting is being referred to in the section.
5.6.	Bylaws 3.E.	Changes the method of announcing results immediately rather than announcement at next Business Meeting	Modernizes practice permitting all members of the Conference to have results immediately through official communication channels
5.7.	Bylaws 3.F.	Conforming with MARAC past practice, added notation regarding the highest number of votes does not need to be a majority.	In accordance with RONR, a plurality that is not a majority never elects anyone to office unless a rule that plurality shall elect is explicitly stated in the bylaws.
Article VI Meetings			
6.1.	Constitution 6.	Added “up to” two meetings; “continuing education” as reason to hold meeting; added “and the public” as recipients of the program.	Permits the organization to innovate or experiment with conferences and permits deviation from their current forms or formats in response to changing member needs or desires. Clarifies the intent and recipients of the conference programs to align with our 501(c)(3) status.
6.2.	Bylaws 4.B.	Minor editorial change; no change in substance	Clarity
6.3.	Constitution 6.	Added notation that limits business in a special meeting to that noticed in the call	Maintains the “special” quality of meetings to a limited agenda; usually special meetings are called in case of emergencies.

6.4.	Bylaws 4.A.	Changes “mailed” to “sent”	Permits additional methods of notice rather than confining to postal mail
Article VII Steering Committee			
7.1.	Constitution 4.	Added a notation that describes the Steering Committee as the board of directors. Added sentence that sets forth who are the non-voting regular advisors to the Steering Committee. Added notation to allow President to invite others to the meeting.	Make the link between the Steering Committee and the organization’s “board of directors” as board terminology is used in MARAC’s articles of incorporation. Set forth the non-voting advisors to the Steering Committee suggested by the parliamentary authority, and permit the President to invite other advisors or guests to the meeting.
7.2.	Constitution 5	Reworded the responsibilities of the Steering Committee	Clarity to pull this sentence out and make it stand on its own.
7.3.	General usage	Added section regarding resignations	Missing from current documents
7.4.	Bylaws 2.C.	Expanded language on removals from Steering Committee to existing language on removals for failure to attend meetings; moved the provision regarding missing three meetings to the Operations Manual as one criteria that may call for removal.	Incorporated existing language and added generally used language for parliamentary clarity.
7.5.	Bylaws 1.C.	Adds generally used language to existing language to cover vacancies, except when covered by another bylaws section, and ability of Steering Committee to continue business.	Modernizes language about vacancies and ensures the ability of the Steering Committee to act is not compromised by a vacancy.
7.6.	Bylaws 4.D.	Adds language regarding the number of Steering Committee meetings per year and the place of those meetings.	No language exists in current documents regarding the number of Steering Committee meetings. Language permits the Steering Committee to hold as few as three regular meetings during the year, and permits meetings to be held outside of Delaware, where MARAC is incorporated, and outside any of the states/DC that make up MARAC’s territory.
7.7.	General usage	Adds new section to permit a Special Meeting of the Steering Committee to be called, with information about notice and agenda.	No language exists in current documents regarding the ability for special meetings of the Steering Committee to be called.
7.8.		Adds new section to permit attendance at Steering Committee meeting via electronic	No language exists in current documents; Delaware corporation law permits electronic meeting attendance for

		technology.	board meetings.
7.9.	Bylaws 4.D.	Adds language to existing language on quorum regarding members of Steering Committee having one vote, and the number of votes allowed and the number of votes needed on an issue before the Steering Committee for approval.	Adds generally used language that does not exist in the current documents to expand explanation of voting in the Steering Committee.
Article VIII Committees			
8.1.	Bylaws 5.A.; recommendations approved by Steering Committee	Changes the list of standing committees by adding Awards and Communications, and eliminating Development, Publications and Outreach.	Streamlines the overlapping work of the Publications and Outreach committees into one committee; streamlines the numerous awards committees under one umbrella committee; changes work of the Development Committee to a one-person advisor as is used in some other regional archives organizations.
8.2.	Bylaws 5.A & B; Bylaws 1.B.;	Changes appointments to President-elect; clarifies which committee chairs are appointed; establishes the chair of the Meetings Coordinating Committee as a position elected by membership for a three year term.	Appointment power conforms with duties of new office of President-elect; list of committee chairs appointed conforms with list of standing committees as set out in section 8.1.; adds language regarding chair of the Meetings Coordinating Committee.
8.3.	Bylaws 5.D.; recommendations approved by Steering Committee	Establishes the Awards Committee to be chaired by Immediate Past President of the Conference, and as the umbrella committee for the work of all the awards committees	Places all awards committees together with one overall chair, streamlining representation to the Steering Committee and regularizing communication between these committees for consistency in procedures and efficiency of operations and publicity of awards.
8.3. (a)	Bylaws 5.D.; recommendations approved by Steering Committee	Establishes number of members of the committee and terms, and establishes a new awards committee-Scholarships.	Clarifies current language and establishes a new committee following the same model as the Custer and Finding Aids award committees. Maintains the autonomy of each elected committee to conduct its work.
8.3. (b)	Bylaws 5.D.; recommendations approved by Steering Committee	Changes terms of service for two elected members to staggered two year terms. Changes language to conform with new officer title.	Change of terms will allow for improved continuity year to year.
8.4.	Bylaws 5.D.; recommendations approved by Steering	Added language regarding the essential duties of the Communications standing Committee.	Parliamentary law encourages listing of standing committees with essential duties.

	Committee		
8.5.	Bylaws 5.D.; recommendations approved by Steering Committee	Added language regarding the essential duties of the Education standing committee.	Parliamentary law encourages listing of standing committees with essential duties.
8.6.	Bylaws 5.D.; recommendations approved by Steering Committee	Added language regarding the essential duties of the Education standing committee.	Parliamentary law encourages listing of standing committees with essential duties.
8.7.	Bylaws 5.D.; recommendations approved by Steering Committee	Added language regarding the essential duties of the Electronic Resources standing committee.	Parliamentary law encourages listing of standing committees with essential duties.
8.8.	Bylaws 5.D.; recommendations approved by Steering Committee	Added language regarding the essential duties of the Meetings Coordinating standing committee.	Parliamentary law encourages listing of standing committees with essential duties.
8.9.	Bylaws 5.D.; recommendations approved by Steering Committee	Added language regarding the essential duties of the Membership Development standing committee.	Parliamentary law encourages listing of standing committees with essential duties.
8.10.	Bylaws 5.D.; recommendations approved by Steering Committee	Lists N&E as a standing committee list; refers to Article V for essential duties.	Parliamentary law encourages listing of standing committees with essential duties.
8.11.	Bylaws 5.C.	Changes reference of Chair to President, adds language that President can delegate this duty to the President-elect.	Clarifies titles, and permits the President to delegate this specific duty.
8.12.	General usage	Adds new section to permit attendance at committee meetings via electronic technology.	No language exists in current documents; Delaware corporation law permits electronic meeting attendance for committee meetings.
Article IX. Fiscal Matters; Assets	Bylaws 6, Bylaws 8, Bylaws 10,	Combines various sections of the current documents to create a new Article title	Streamlines language and provides for recognition of assets.
9.1.	General usage	Establishes the fiscal year.	Language missing in current documents.
9.2.	Bylaws 6	Added “of the membership” after business meeting; changed “mailed” to “sent”	Clarifies how dues increases are approved and permits notice to the members through regular MARAC

			communication channels, not limited to mail.
9.3.	General usage	Establishes audit schedule, makes the Steering Committee responsible for ensuring there is an audit	Language missing in current documents.
9.4.	Bylaws 10	Minor editorial change in reference to conferences.	Establishes financial control of the general and semi-annual conference budgets; permits the Steering Committee or membership to take action if expenditure is necessary and was not included in the budget.
9.5.	General usage	Adds section regarding who can enter into contracts or other agreements on behalf of the Conference.	Language missing in current documents.
9.6.	Bylaws 8	Establishes archives as a Conference asset.	Adds language to existing documents that strengthens the archives as an organization asset, demonstrating how the Conference would like other organizations to value their archives. Removes most other language as inappropriate to the Bylaws, and placing it into the Operations Manual.
Article X Parliamentary Authority	Bylaws 9	Changes parliamentary authority from Sturgis' Standard Code of Parliamentary Procedure to most recent edition of Robert's Rules of Order Newly Revised	Sturgis has not been updated in decades, while Robert's is updated regularly and considers modern parliamentary situations such as electronic meetings.
Article XI Amendments			
11.1.	Constitution 8	Retains a proposed amendments coming from the membership and adds the Steering Committee as a possible proposer of amendments.	The Steering Committee, which has the full power to conduct, manage and direct the business of the Conference, should have the authority to make proposals directly to the membership.
11.2.	Constitution 8	Adds language that during discussion of a proposed amendment, the members assembled at the Business Meeting may amend the proposal.	The membership assembled at a Business meeting is the highest authority of the Conference. This gives the membership one last opportunity to shape the proposed amendment.
11.3.	Constitution 8	Changes reference from Chair to President; changes language on returned ballots to votes on a specific amendment.	Clarifies language in current documents, especially in how majority vote is established when counting a ballot for bylaws amendments.