

MARAC Town Hall Meeting to Discuss Proposed Bylaw Revisions
Embassy Suites Baltimore – Corinthian Room
Baltimore, MD
October 17, 2014

Meeting convened at 4:06 pm.

John LeGloahec, MARAC Chair:

- Announces that the meeting is being audio recorded.
- Acknowledged taskforce reviewing MARAC meeting model, chaired by Susan M. Kline. Encouraged members to seek out members of that taskforce with any guidance, input, questions, or comments about that initiative. Their proposals will be explored at the Winter Steering Committee meeting.
- Is MARAC doing everything that it can most efficiently? Opportunities for streamlining? Ways that we can be doing what we do better?
- Acknowledged the work of the committee on committees.
- At the July 2014 Steering Committee meeting, a new committee consisting of Lisa Mangiafico, Jim Gerencser, Andrew Cassidy-Amstutz, Dave D’Onofrio, Dawn Fairchild, and Amy Schindler was charged with:
 - *“Undertaking a wholesale revision of the MARAC Constitution and Bylaws.*
 - *Creating a single Governing Document (MARAC Bylaws), applying proper Roberts Rules of Order, Newly Revised (RONR) order to reflect MARAC’s standing as a modern, professional organization.*
 - *Incorporating into the new Bylaws, those recommendations as proposed by the MARAC Committee on Committees and approved by the MARAC Steering Committee.”*
- We value your feedback – we can’t do this alone. We are only doing this to make MARAC a much better, stronger organization.
- Petitions are circulating around the room. In order for this process to move forward, we need to collect 25 signatures. There is no voting today.

Lisa Mangiafico:

- Today’s discussion will center on a complete revision of MARAC’s governing documents. Revision is when you take existing documents and completely replace them with completely new documents. Different from amending the constitution and bylaws.
- In 2013, a committee on committees working group was appointed by the Chair to make sure MARAC committees and structure are relevant to the work we’re doing now, and to make sure committees are not replicating the work of other committees.
- Outcomes resulted in two basic types of recommendations:
 - Internal committee operations. Do not require bylaw changes or amendments of any kind.
 - Recommendations that do require bylaws changes.
- Not all of the changes recommended by the committee were approved by Steering, so there has already been one level of review.

- Today we are here to gather 25 signatures to move the process forward, and to gather feedback on the first draft that has been distributed. If members are not comfortable signing a public document, they may send an electronic signature to the Secretary. Reminder that we are not voting on anything today.
- Timeline:
 - Appointment of ad-hoc committee – July 2014.
 - Committee provided Draft #1 draft to Steering 9/30/14 and to membership shortly thereafter.
 - Today – approval to move the process forward with 25 signatures.
 - Begin gathering feedback on this draft. In this meeting, as well as in a survey that will be emailed to membership after this meeting.
 - If the process is to continue, the committee will utilize feedback to create the next draft. Need to consult with a Delaware legal expert to ensure the document has everything needed in accordance with Delaware incorporation law.
 - Draft #2 will be provided to Steering to review and make changes in its Winter meeting, January 2015. Steering may also need to begin planning for possible transitions if the revision is approved.
 - The changes Steering suggests will go into Draft #3, which will be sent to members by 2/14/15 (30 days in advance of the Boston Business Meeting).
 - Boston Business Meeting – members will have opportunities to make changes to the proposed revision.
 - Changes agreed upon during Boston Business Meeting become the final version.
 - Final version sent to all members within 15 days of the Boston Business Meeting with ballot – vote is “yes” or “no.”
 - If revision is approved, transition begins.

Linda Angle Miller:

- Concern that joint meeting will not fully reflect MARAC membership, and may be a skewed representation.

Dan Linke:

- What happens after the transition?
- *Mangiafico:* That will be discussed at the Winter Steering meeting.

Laura Drake Davis:

- Will there be an opportunity for members not in Boston to participate in suggesting changes to Draft #3?

Katy Rawdon:

- As Local Arrangements Co-Chair for Boston, agrees with the concern that it might be a skewed representation of MARAC membership. Members with less institutional support may be less likely to be in Boston.

Janet Linde:

- Was there an issue with changing the schedule for the Boston Business Meeting?
- *Rawdon:* There will be schedule changes, but MARAC will still have our own Business Meeting.

Ben Primer

- Hopes that members will not sign circulating petition. Opposed to many of the proposed changes.
- *Mangiafico:* Clarifies that we will review each article throughout the meeting.

Miller:

- Is it definite that the documents will be revised at all? Concerned that with each draft, we will get further from the original documents, less of a chance to compare with what is already in place.
- *Mangiafico:* Reiterates that this is just a draft. Committee will continue to solicit comments, consider feedback, try to ascertain what the majority of members want.

Linde:

- Opposed to going from two separate documents to one. Her understanding was that the constitution was set up as a difficult-to-change document, the principles of the organization. Bylaws are more process-oriented.
- *Mangiafico:* That was indeed the feeling when MARAC was established, but the view has changed and evolved over the years. Roberts Rules of Order suggests one document.

Dawn Fairchild, Parliamentarian:

- Advises that if there are concerns about being in attendance at the Boston Business Meeting, members can send proxy comments regarding revisions to the meeting.

Discussion of each article in order.

Article I

No comments

Article II

Mangiafico:

- “Objects” are essentially the organization’s mission.

Martha Lawrenz:

- Is there any reason this section can’t be “objectives” instead of “objects?”
- *Mangiafico:* “Objects” is the parliamentary term.

Article III

Nancy Melley:

- Re: Article 3.3. If a MARAC member is in more than one caucus, can that member vote in both caucuses?
- *Mangiafico:* Current practice is that you can vote in all caucuses in which you're a member.
- *Melley:* Ballot states that you can only vote in one caucus. If you vote for more than one, ballot is invalid.
- *Mangiafico:* Committee needs to add language to revision to clearly state that voting only happens in your primary caucus.
- *Lucious Edwards:* If an individual purchased two memberships, in two different caucuses, could the member vote twice?
- *LeGloahec:* There is probably an administrative issue that prevents this.

Article IV

Jodi Koste

- MARAC is proposing moving very much away from the spirit and driving force of this organization. Our governing body is the Steering Committee. They are generally led by a chair, not a president. It was a very deliberate move when the organization was created in 1972 that the head was a chair and not a president.

Miller

- Seeks clarification on who will negotiate contracts in the proposed arrangements?
- *Mangiafico:* President-Elect and Chair of the Meetings Coordinating Committee are two distinct positions. In the new arrangements, MCC Chair will be charged with duties currently under the Vice Chair's purview. The President-Elect will be the president in training. In the past, Nominations & Elections has had difficulty forming a slate for people who were willing to serve as MARAC Chair. There are no eligibility requirements for Chair. Members previously have not wanted to run because they felt like they didn't have experience, or they didn't have the time to give two full years. Last election was uncontested; that made some members nervous. Need to decrease barriers to members being willing to run.
- *Miller:* Essentially this imposes a term limit of two years?
- *Mangiafico:* One-year term as President-Elect, one-year term as President.
- *LeGloahec:* MARAC would no longer elect a President, only a President-Elect.
- *Miller:* By the time someone is comfortable in the position, they're out.
- *Mangiafico:* That depends on the person and their abilities. Found her two-year term as Chair exhausting. It's the Steering Committee that has the power. A President is always constrained by a Board of Directors.

Amy James

- What will happen if for some reason a President-Elect is elected and cannot fulfill the term as President?

- *Mangiafico*: Will need to make sure vacancy section of the document conforms to the new arrangement.

Sue Hamburger

- There should be a stipulation preventing members from running for an office if they are presently holding another office. This would create a vacancy that, in the present draft, there is no mechanism to fill. People who get elected to say a Caucus Chair and then N&E asks them to run for office before their Chair
- *Mangiafico*: Term limits will all have the same starting/ending date.
- *Hamburger*: The concern is if there is an overlap in terms.

Debora Rougeux

- Article 4.1 should read, “no person shall hold more than one office at one time.”
- *Mangiafico*: Agreed, that will be changed.

Mangiafico:

- Asks for feedback on term limits.
- *Davis*: Have had trouble with finding members to run for certain positions, like West Virginia Caucus Chair.
- *Linde*: Would like clarification on the levels of authority of various governing documents – e.g. articles of incorporation versus this document. There is also a clause that says that the membership can overturn decisions from the Steering Committee in a Business Meeting. Opposed to term limits in every context.
- *Marianne Kasica*: Term limits are a good thing because they require an organization to keep exploring new things. Might not be as much of an issue for Caucuses, more concerned about officers.
- *Danna Bell*: Echoes agreement that she doesn’t have a problem with Caucus Representatives and other “minor” positions lacking term limits, but executive officers should have term limits.
- *Brad Bower*: In favor of term limits, but recognizes that it can be difficult to get members to run for office. Suggests period of five years before individuals are allowed to run again to “keep the door open.”
- *Koste*: Has there been an issue or struggle with this prior to now?
- *Mangiafico*: MARAC has not struggled. Elections are held every year. There are individuals who have held a position for a number of years and moved on of their own volition because they thought it needed to be done for the organization.
- *Koste*: We have benefited by not having term limits. Have had great Treasurers for multiple terms.
- *Jason Speck*: An organization is only as strong as the number of people who participate. Term limits give more people the opportunity to participate. May be a feeling in newer members that there are barriers to entry. Term limits would be a good idea for executive positions. Should be non-consecutive terms as well.

Article V

Jessica Wagner:

- On ballots, nominees are often listed alphabetically. Wonders if there has ever been discussion to switch order randomly.
- *Mangiafico:* That has not been discussed. It's a practice of N&E, so it's something that committee may need to explore.

Lisa Gensel

- 5.4 changes Secretary to election in odd years. Does that mean the Secretary at in office at the time of transition would have a 3 year term or 1 year term?
- *Mangiafico:* Transition could happen either way. This will be determined by Steering.

Linke:

- Re: 5.6. Suggests phrase added to end of the paragraph to suggest that ballots be destroyed "if there is no contested election."

Article VI

Rougeux:

- Who decides whether we have one or two meetings?
- *Mangiafico:* The Steering Committee. Reiterates mention of taskforce looking at meeting model. Parliamentary terminology is pretty specific about what is a "conference" and what is a "meeting." The revision allows MARAC to not hold itself to one type of meeting. MARAC has never established an "annual" meeting – Parliamentarian has advised us that we should designate one each year as an annual meeting; it's in our articles of corporation.
- *LeGloahec:* The revision gives us flexibility to look at the meeting model.
- *Kasica:* Assumes that business meeting is "meeting" for parliamentary purposes?
- *Mangiafico:* Document needs to make it clearer that "meetings" are "conferences," "business meetings" are the business of organization.
- *Hamburger:* Current practice is that Steering Committee meeting held in the summer is open to any member who wants to come. If that's considered a business meeting, how do we count them?
- *Mangiafico:* Steering Committee meetings are meetings of that body, described separately in the bylaws. Business Meetings are for all of membership. People who have a vote on the Steering Committee are clearly delineated in the bylaws.

Harrison Behl:

- Re: 6.1. It's great to add "general public." Has there been any discussion of what ramifications that may have for conference programming? Does that also insert a mandate to change the content to bring people in from the community, or is that just a technical point?

- *Mangiafico*: It doesn't carry a mandate, however there are a lot of ideas percolating in Steering about outreach to non-professionals. There is already an interest in making sure we're not just looking inward, but outward.

Alex Champion:

- 5.6 says "MARAC" when it should say "the conference."

Article VII

Tammy Hamilton

- Re: 7.1. Current practice is that Steering Committee and Chairs of standing committees are invited, would ask that in the interest of transparency the standing committees are explicitly mentioned. Has issue with language in 7.4 - "without cause" is problematic.
- *Mangiafico*: "Without cause" is standard parliamentary and legal terminology. There does have to be some support for removing someone from office, it has to be a decision of the Steering Committee.
- *Edwards*: Question about Steering Committee member attendance at Steering meetings – whether Steering members can miss meetings with a valid excuse.
- Agrees that it is standard terminology.

Amanda May:

- 6.1 raises possibility of fewer than two meetings in a year. 7.6 seems to mandate two.
- *Mangiafico*: 7.6 is referring to Steering meetings.

Hamburger:

- Re: 7.8. Seeks clarification on last sentence.
- *Mangiafico*: Clarifies that it should be "a voting member" and clarifies that it means if a member participates via call, the member can vote, and is counted as if she is in the room.

Linde:

- It seems increasingly clear that it is premature to continue. Can members have clarification on different levels of legal authority (articles of authority, governing documents) and how they fit together? Clarification on what MARAC is required to change based on parliamentary or other legal requirements as opposed to changes that are optional but would be good practice?

Primer:

- Believes that committees are a very important way people become involved in the organization. Eliminating the Development Committee would eliminate one of these opportunities.

Kasica:

- Gets the sense that certain points are intended to make the organization more “nimble.” Is that the intent? The concern with this is that it can be easier for a small number of people to make a profound change.
- *Mangiafico*: Believes that “nimble” is the intent, but personally objects to clauses that would create a lower threshold for changing bylaws.

Behl:

- Newer member. Seconds the point that terms like “modernization” do not have intrinsic merit. Why is that considered more appropriate, if things were established specifically a certain way for a purpose? Would like to see more information on the justification of the changes, such as a series of blog posts.

Tammy Hamilton reads statement on behalf of members of the Custer Committee:

“I would like to read a statement on behalf of members of the Custer Committee regarding Article 8.3.

I am currently Junior Co-Chair of the Custer Committee. The Senior Co-Chair, Elizabeth Shepard, and I, along with several other members of the committee, strongly oppose Article 8.3 regarding the creation of an Awards Committee.

The creation of an Awards Committee creates a needless level of hierarchy and bureaucracy and does not meet any demonstrated need. According to the rationale, what the Awards Committee will accomplish is streamlined representation to Steering. What it actually accomplishes is it decreases the number of voices and opinions Steering hears from 3 to 1.

The creation of an Awards Committee also negatively impacts the sustainability and future of MARAC. Professional associations often have difficulties recruiting and retaining members. Fortunately, that is not MARAC’s situation. MARAC’s membership is vibrant, growing, and most importantly involved. The Senior Co-chair positions of the Custer Committee and Findings Aids Committee provide members with an introduction to the governing body of MARAC and encourage further participation through experience. These positions, with direct reporting to Steering, provide members with opportunities to develop leadership skills. New leadership is not fostered when the past-MARAC chair is the Awards Committee’s representation.

I attended the Steering Committee meeting on October 16th as an observer and what I heard repeatedly is that Steering Committee positions have a learning curve. Article 8.3 denies two elected representatives the opportunity to advance along that learning curve.”

Meg Phillips:

- Re. 7.8 and 8.12: is the phrase “in person” necessary from parliamentary requirements? She found that language confusing.
- *Mangiafico*: Doesn’t think it would be an issue to take it out, but needs to make sure it would conform completely with DE incorporation law.

Hamburger:

- As Junior Co-Chair of the SAA Awards Committee, an umbrella group for 22 awards, does not think that it's necessary for MARAC to create such a bureaucratic structure as the proposed Awards Committee for the relatively small amount of awards the organization does have.

Article IX

Lauren Brown, MARAC Archivist:

- Comfortable with text regarding the MARAC Archives from current bylaws going into operation manual instead.

Hamburger:

- The MARAC archives are now owned by the University of Maryland. How is this an asset?
- *Mangiafico:* MARAC owns the intellectual control, physical custody is with UMD.

Article X

Koste:

- At the time MARAC was organized, Sturgis was considered appropriate for this type of organization.
- *Fairchild:* Sturgis Code has been out of date since 1981. Has morphed into another code called the American Institute of Parliamentary Standard Code of Parliamentary Procedure, but Sturgis Code no longer exists. Technically, the name of the parliamentary authority is misspelled in the bylaws, so we don't even have one. 95% of organizations use Roberts. Most parliamentarians would be most familiar with Roberts.

Article XI

Mangiafico:

- Tried to strike a balance between the previous constitution and bylaws. She is personally opposed that 11.3 is a simple majority, she would like it to be 2/3 of the ballots returned and voting on that amendment.
- *Dave McAllister:* Has there been an issue with passing too many amendments? He likes the majority.
- *Mangiafico:* Thinks it needs to be harder to change something. She would like it to be more of a consensus. Others on the committee prefer the majority.
- Brown: Currently a 2/3 majority is required to change constitution, simple majority to change bylaws.
- *Koste:* Historically, the reason why the Steering Committee couldn't propose an amendment was to leave that with the membership.

Linke

- There are a lot of good things in here, a lot that needs further discussion. Points out that 7.7 mentions “telegram.”
- *Mangiafico*: “Telegram” will be stricken from further drafts.

Davis:

- Strongly believes that a decision of this magnitude should take place physically within our region.
- *Rawdon*: Agrees with that sentiment. Supports a lot of the proposed revisions. Hearing a lot of concerns about having the final discussion in Boston and also desire to have much more information. Concerned about getting that information to people and allowing for real indepth discussion before Boston. We couldn’t even get through what we needed to discuss here in this meeting and a lot of people left.

Mangiafico:

- Is it still okay to discuss this in Boston? (Consensus from members – yes)
- *Rawdon*: Maybe there are other venues for discussion as well. Should widely publicize.
- *Mangiafico*: Should the final discussion be in Roanoke as opposed to Boston?

Jim Gerencser:

- In order to keep conversations happening, encourages Caucus Chairs to organize forums like this throughout the region between now and Boston. Take advantage of technology, continue conversations online so we’re not limited to a brief meeting in Boston.

James:

- How exactly will the final document be voted upon? Amendment by amendment?
- *Mangiafico*: In the final discussion, we will have gone through multiple more drafts, going through article by article, but the final vote will be to approve or reject the whole document.

LeGloahec:

- Suggests that Steering Committee or ¼ of members can call a special meeting. Could possibly schedule a separate meeting in Delaware specifically to discuss this.

Hamilton:

- Who decides what makes it into the document that gets proposed at Boston (or whenever)?
- *Mangiafico*: The committee will go with consensus of vote from survey. Then it will go to Steering Committee (as elected representatives of the members) who will have the opportunity to make changes as well.

Linde:

- Still thinks that by gathering the 25 signatures we're further ahead than we should be. We're already sending this forward.

James:

- Will the survey include the comments people are making today?
- *Mangiafico:* For points of major contention, can send along comments from today (e.g. awards committee).
- *James:* Would encourage not having a special meeting, because it would be a potential financial burden on members to travel. Also there would be a broader perspective in having a town hall meeting at a broader conference.

Linke:

- Points out that anyone could gather 25 signatures for something else to propose. There could be competing documents.

Valerie Metzler:

- Doesn't think we should let the process go a whole additional year.

Ed Galloway:

- This is a healthy thing to do. He was not the typical chair in terms of experience. There are lots of good things in here. We're different than the other regionals in terms of how we govern. Would have appreciated having the opportunity to get his feet wet by being President-Elect.