

Cumulative Recommendations for Revisions to the MAC Constitution and Bylaws  
(bluelined)

Presented by the Working Group on the Constitution and Bylaws, by Menzi L. Behrnd-Klodt (chair), 10-6-11, with revisions, as approved by Council 10-9-11; with additional revisions, 01/10/12.

## Midwest Archives Conference Constitution

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### I. NAME

The name of this organization shall be the Midwest Archives Conference (hereinafter referred to as Conference).

### II. OBJECTIVES

The goals of the Conference are to promote cooperation and exchanges of information among individuals and institutions interested in the preservation and use of archival and manuscript materials in the Midwest and adjoining areas; to disseminate information on research materials and archival methodology; to provide a forum for the discussion of matters of common concern; and to cooperate with local, state, regional, national, and international archival operations in their objectives, and with other cultural and educational organizations.

### III. MEMBERSHIP

1. **Eligibility for Membership.** Membership shall be open to any person or entity interested in Midwestern archival activity. Membership is activated by payment of current dues assessed by the Conference or by designation as an individual emeritus member without dues assessment. Membership shall terminate for non-payment of dues at the end of a grace period as established by council.

2. **Membership Year.** The membership year shall be from January to December.

3. **Membership and Voting Privileges.** Voting privileges shall be held only by individual members who have paid all current dues and are therefore "voting members." Each voting member shall be entitled to one vote on all issues coming before at all meetings of the membership for consideration and shall be entitled to such benefits and privileges of membership as shall be set forth in the regulations and proceedings of the Conference.

4. **Categories of Membership.** Categories of membership and the schedule of membership

dues shall be determined by the council and submitted for approval by a majority vote of the voting members present and voting at the next annual business meeting of the Conference.

#### **IV. OFFICERS AND GOVERNMENT**

1. **Officers.** The officers of the Conference shall be a president, a vice-president, a secretary, and a treasurer. No more than one (1) individual member of a single repository may be elected to serve at any one time as an officer of the Conference.

#### **2. Council.**

A. The council shall consist of the president, and the following voting members: vice-president, secretary, treasurer, and five (5) additional voting members. The president shall break all ties in the voting of the council. The council shall establish its own operational procedures except that the officers of the Conference shall serve in the same capacities on the council.

B. 3. No more than one (1) individual member of a single repository may be elected to serve at any one time as one of the five (5) additional voting council members of the Conference. In the event of a vacancy on the council, other than the officers, the council shall appoint a replacement to serve until the next election.

#### **V. BYLAWS**

The Conference is authorized and directed to prepare, adopt, or amend such bylaws as may be desirable to carry out the administrative practices of the Conference. An up-to-date copy of these bylaws shall be available to any member upon request to the secretary. Any part of the bylaws shall be subject to amendment by the Conference. Bylaw amendments may be made by a majority vote of the voting members present and voting at the annual business meeting.

#### **VI. MEETINGS**

The Conference shall hold an annual business meeting in the spring of each year and such special meetings as may be called by the president with the approval of council. Written notice of the place, day, and hour of the annual business meeting and special meetings shall be distributed to the general membership at least forty-five (45) days in advance.

#### **VII. QUORUM AND VOTE REQUIRED FOR LEGAL ACTION**

At least five (5) council members, one of whom shall be the Conference president or vice-

president; and one-fourth (1/4) of the voting membership, or fifty (50) voting members, duly present, whichever is the smaller number, shall constitute a quorum at any regular or special meeting noted in this constitution and/or bylaws. A majority of the legal votes cast shall be required to take action unless otherwise specified.

## VIII. DISSOLUTION

In the event of the dissolution of the Conference, its property, funds, and other assets, shall pass to whatever agency or agencies-entity may be designated by the council in office at the time of dissolution. Council's designation of an agency or agencies-entity to receive the Conference's assets shall be subject to ratification by the membership by ballot with a plurality of votes required. The records of the Conference shall pass to ~~the repository s an~~ agency or entity as s specified by written agreement, if any, or if none is in existence at dissolution, to such repository as may be designated by the council in office at the time of dissolution.

## IX. AMENDMENTS

Amendments to this constitution must be proposed in writing by one or more council members or by at least five (5) members and filed with the secretary sixty (60) days in advance of the annual business meeting. ~~Copies of t~~ communicated distributed by the secretary to all members at least forty-five (45) days in advance of the annual business meeting. Two-thirds of the voting members present and voting at the annual business meeting are required for passage of an amendment.

# Midwest Archives Conference Bylaws

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## I. DUTIES AND POWERS OF OFFICERS AND COUNCIL MEMBERS

1. **President.** The president shall be the principal executive officer of the Conference and shall preside at all council, annual business, and membership meetings, including special meetings of the membership as deemed necessary, unless the president, in the absence of the vice-president, shall designate another person to preside. The president shall prepare the agenda and ~~send~~ provide written notices of meetings. The president shall in general supervise and control all business of the Conference, as prescribed by council, and shall conduct official correspondence, sign any documents as authorized, appoint or terminate special committees, ~~and~~ task forces, and working groups when authorized by council, serve as ex-officio member of all standing committees except the nominating committee, keep the officers and council fully apprised of matters concerning the Conference, and perform all duties usually associated with the office and as enumerated in the parliamentary authority and such other duties as prescribed by council from time to time, except when specified otherwise in these bylaws.

2. **Vice-President.** The vice-president shall act as the assistant to the president and shall, in the absence of the president, be the presiding officer at council and membership meetings. In the event of a vacancy in the office of president, the vice-president shall succeed to the office for the unexpired term. In the event of the temporary incapacity of the president to act, as determined by a two-thirds vote of council, the vice-president shall fill the office of president until the president is able to resume office. When the vice-president has succeeded to or is filling the office of president under this section, and is so acting, the vice-president shall have all the powers and be subject to all the restrictions upon the president. The vice-president shall act as liaison and advisor to the program and local arrangements committees and other committees and service providers, as appropriate, including oversight of planning and arrangements for semi-annual meetings; and act as liaison concerning Conference publications and with the public information officer and with other committees, as appropriate. The vice-president shall perform such other duties as may be assigned by the president or council.

3. **Secretary.** The secretary is the recording officer of the Conference and custodian of those records not specifically assigned to other officers. ~~The secretary shall prepare, read, correct, index, and maintain the official minutes of meetings of council and the membership, and summarize those minutes for publication in the newsletter. The secretary also shall keep the record books and committee reports of the Conference and maintain the official files.~~ The secretary or council-approved designee shall maintain the minutes of council and membership meetings, committee reports, and other official files of the Conference; oversee

~~the official membership records and publications fulfillment; or council-approved designee shall manage the membership database, fill orders for publications, act as liaison with the membership committee; and prepare a written annual reports and summaries for to council and the membership concerning membership matters and Conference members as appropriate.-~~

4. **Treasurer.** The treasurer or council-approved designee shall prepare and monitor the Conference's annual budget. The treasurer shall oversee bookkeeping and accounting activities, the completion of tax forms and other financial documents, prepare written and oral reports for council and the annual membership meeting, and facilitate long-term financial planning.~~handle all Conference funds, receive new and renewal memberships, perform all bookkeeping and accounting work, prepare and monitor the annual budget, monitor Conference investments, prepare written and oral financial reports for the annual business meeting, prepare an annual written financial report to council, prepare annual income tax forms and other financial documents, and facilitate long term financial planning.~~ In the event of the temporary incapacity of the treasurer to act, the treasurer may be temporarily removed by a two-thirds vote of council and temporarily replaced by a member designated by council. In the event of misconduct on the part of the treasurer, the treasurer may be temporarily removed from office by a two-thirds vote of council and permanently removed by the voting membership at a special meeting called ~~in accordance with the procedures set forth in Article VI, Section 2,~~ for the purpose of such removal.

5. **Council.** The council shall have the power to conduct the business of the Conference between annual business meetings and to delegate authority as is not otherwise set forth in these bylaws.

6. **Executive Committee.** The council shall be authorized to create an executive committee composed of the president, vice president, secretary, and treasurer. The president shall serve as chair of the executive committee and shall call the committee into session. The executive committee shall act for the council in conducting the affairs of the Conference between meetings of the council and shall provide timely communication and consultation with the council between meetings. Executive committee actions shall be included in council minutes.

67. **Procedures.** Procedures and duties of officers, council, and executive committee members, and guidelines for executive and standing committees shall be prepared and filed with the secretary and be available to any member upon request. Any substantive changes shall be made available in writing to the membership published in the newsletter.

## II. TERMS OF OFFICE OF OFFICERS

The officers of the Conference shall be elected by tballet of t the voting membership for terms

of two (2) years each; they shall take office immediately after the annual business meeting and shall serve until their successors take office. (The president and secretary shall be elected in odd-numbered years and the vice-president and treasurer in even-numbered years, except for the first election.) No member shall hold more than one office at a time, and no officer may serve more than one (1) full consecutive term except in the cases of the secretary and treasurer who may serve up to two (2) consecutive terms. In case of a vacancy in the presidency, the vice-president shall assume that office and hold it for the remainder of the unexpired term. In case of a vacancy in the position of vice-president, secretary or treasurer, the council shall appoint a replacement to serve until the next election.

### **III. TERMS OF OFFICE OF COUNCIL MEMBERS (EXCLUDING OFFICERS)**

Council members shall be elected from the voting membership for staggered terms of three (3) years and shall take office immediately after the annual business meeting. The five (5) members of the council shall be ineligible to succeed themselves, except those appointed to fill unexpired terms.

### **IV. NOMINATION, ELECTION, AND REMOVAL OF OFFICERS AND COUNCIL MEMBERS**

1. There shall be a nominating committee composed of three (3) voting members, two (2) of whom shall be elected by the voting membership by ballot, and the president shall appoint the third member who shall be the chairperson. This committee shall consult the membership for suggestions, shall nominate at least two (2) candidates for each office consistent with bylaws requirements, and shall promulgate its report to the membership by the first day of February immediately preceding the annual business meeting, in accordance with the nominating committee guidelines, and include nominations by petition in said report.

2. In addition to the candidates nominated by the nominating committee, a candidate may be nominated for office, consistent with the bylaws requirements, by a petition signed by forty (40) voting members and received by the nominating committee by the fifteenth day of November immediately preceding the annual business meeting.

3. Officers, council members, and two (2) nominating committee members shall be elected by a majority of the voting membership ~~by ballot~~. The ballot shall accompany the nominating committee's report that is sent to all members. Council shall determine the deadline for ballots voting. The president shall appoint two (2) voting tellers who shall certify ~~be responsible for tabulating the votes~~ and reporting the results to the annual business meeting of the Conference.

4. The nominating committee's nominations shall take precedence over nominations by

petition in regard to the provisions of bylaws ~~in A~~article IV, ~~S~~section 2.

5. A candidate shall be considered elected when one of only two (2) candidates for an office shall receive a majority of the legal votes cast for the office and when one of more than two (2) candidates for an office shall receive a plurality of the legal votes cast for the office. All ties which affect the outcome of an election shall be resolved by a runoff election at the annual business meeting, where a candidate shall be considered elected when one of only two (2) candidates shall receive a majority of the legal votes cast or one of more than two (2) candidates shall receive a plurality of the legal votes cast.

**6. Removal of Officers and Council Members.** An officer of the Conference or a member of council may be permanently removed from office only by the voting membership at a special meeting called in accordance with the procedures set forth in Article VI, Section 2, for the purpose of removal. Written notice of the place, day, and hour of such special meetings shall be distributed to the membership at least forty-five (45) days in advance. The meeting notice must state that the purpose or one of the purposes, of the meeting is removal of the officer or member of council. A quorum of voting members must be present and the vote to remove must constitute two-thirds of the voting members present and voting.

## **V. COMMITTEES AND APPOINTED POSITIONS**

1. **Standing Committees.** The ~~standing committees of the~~ Conference shall maintain the following standing committees, which shall work in conjunction with the council to carry out the business of the Conference: consist of a membership nominating committee, a nominating program committee, a teller membership committee, an emeritus membership committee, and local arrangements and program committees as needed for each meeting/symposium of the Conference, the president's award committee, and such others as the council deems necessary. The membership of standing committees and the lengths of term they serve shall be determined in accordance with the current most up-to-date guidelines for those committees which have been approved by council, and published by the Conference and placed on file with the secretary. The president shall be an ex-officio member of all standing committees except the nominating committee.

2. **Special Committees.** Special committees, ~~or~~ task forces, or working groups shall be created when the need arises and in the same manner as ~~the regular~~ standing committees. Members ~~of these committees and task forces~~ shall serve until their business is completed or until such special committees, ~~or~~ task forces, or working groups are dissolved by council. Members of each special committee, task force, or working group authorized by council shall be appointed by the president for a specified period of service, provided with a specific written charge, and given a date by which a final report or recommendations for action must be submitted to council.

3. **Appointed Positions.** Special officer positions shall be created when the need arises and in the same manner as standing committees. The position shall be authorized by council and the officer appointed by the president. Each officer shall be an ex-officio, non-voting member of council. The duties of the position and the length of term of the office shall be determined in accordance with the current guidelines for that position which have been approved by council, and published by the Conference.

~~34. **Membership Rosters.** Current membership rosters for standing committees, special committees, and task forces, and working groups shall be published annually in the newsletter, made available to the Conference membership~~

~~4. Members of each special committee or task force authorized by council shall be appointed by the president for a specified period of service, provided with a written charge, and given a date by which a final report must be submitted to council.~~

## **VI. MEETINGS**

1. **Annual Business Meeting.** The annual business meeting of the Conference shall be held in the spring of each year for the purpose of installing officers and council members, and nominating committee members, and conducting such other business as may be brought before the meeting. Written notice of the day and hour of the annual business meeting shall be distributed to the membership at least forty-five (45) days before the date of the meeting.

2. **Special Meetings.** Special meetings of the Conference for any purpose or purposes, unless otherwise proscribed by statute, shall be called by the president, upon approval of the council, or at the written request of one-fourth (1/4) of the voting membership, or fifty (50) voting members, whichever is the smallest number. These meetings may be called for the purpose of conducting special business or may consist of special workshops focusing on specific subject(s), but agenda items and action taken shall be limited to transacting the specific special business for which the meeting or workshop was called. Written notice of the place, day, and hour of, and specific business to be transacted at such special meetings shall be distributed to the membership at least forty-five (45) days in advance.

3. **Council Meetings.** The council shall meet not less than once per year. Special meetings of the council may be called by the president or by any three (3) members of council by filing a written request with the president. Each council member shall be notified by the secretary at least three (3) business days in advance as to the time and place of such special meeting, and the purpose of the special meeting. The requirement of advance notice shall not apply to action without a meeting as set forth in Article VI, Section 4. A majority of the members of council present and entitled to vote shall constitute a quorum at a council meeting.

4. **Action Without a Meeting.** Any action required or permitted to be taken at a council

meeting may be taken without a meeting if requested by the president or by four (4) council members~~if the action is taken by consent of a majority of the members of council and limited only to item(s) on the agenda for said meeting, as specified in advance~~. The action must be evidenced by a written consent describing each the ~~action taken,~~ voted upon or taken by each voting council member, recorded and included in the minutes, and published to the membership before the next business meeting~~kept by the secretary to reflect the action taken~~. Action taken under this section is effective when the last voting council member submits their vote to the secretary, unless the consent specifies a different effective date. A vote under this section has the effect of a meeting vote ~~and may be described as such in any document~~. The minutes shall also reflect that all council members were contacted, a statement of the absence or unavailability of any council members who do not vote, and the vote tally. Written notice and full description of the action taken must be distributed to all council members (including those unavailable at the time of the ~~initial~~ vote) within one week of the action taken.

## VII. PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of Sturgis' The *Standard Code of Parliamentary Procedure* shall govern the Conference in all cases to which they are applicable, and in which they are not inconsistent with the bylaws of this Conference.