

**- FINAL DRAFT, PROPOSED BYLAWS  
(JANUARY 2017) -**

**Society of Florida Archivists, Inc.  
BYLAWS**

**ARTICLE I: NAME AND OBJECTIVES**

Section 1. The name of this organization shall be the Society of Florida Archivists (hereinafter referred to as Society).

Section 2. The objectives of this Society are to: promote cooperation and the exchange of information among individuals and institutions interested in the preservation and use of archival and manuscript materials; disseminate information on research materials and archival methodology; provide a forum for the discussion of matters of common concern; foster a better public understanding of the nature and value of archival operations and holdings; and cooperate with local, state, regional, national, and international archival organizations in supporting their objectives and with cultural and educational organizations having a mutual interest in the preservation and use of recorded heritage.

Section 3. The purpose for which the Society is organized is exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Section 4. Notwithstanding any other provision of these articles, the Society shall not carry on any other activities not permitted by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Section 5. No part of the net earnings of the organization shall be used to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes of the Society.

Section 6. In the event of the dissolution of the Society, the residual assets of the Society will be turned over by the Board in office at the time of the dissolution to one or more organizations

which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or Federal, state or local government for exclusive public purposes.

## **ARTICLE II: MEMBERSHIP**

Section 1. Membership shall be open to any interested person, institution, or organization. For members to remain in good standing, all current dues must be paid. Membership in the Society shall consist of the following categories: Individual Member; Institutional Member; and Corporate Member.

Section 2. An Individual Member shall have the right to vote, hold elective office or appointive position, and receive Society publications.

Section 3. Institutional Member status shall be granted to organizations and institutions. The benefits of this category shall be determined by the Society's Executive Board.

Section 4. Corporate Member status shall be granted to corporations. The benefits of this category shall be determined by the Society's Executive Board.

## **ARTICLE III: EXECUTIVE BOARD**

Section 1. The Executive Board shall have the power and authority to manage the Society and govern its affairs. The Board shall determine policies and changes within the limits of Society Bylaws and shall take such actions as it considers necessary to carry out the objectives of the Society.

Section 2. The Executive Board shall consist of the: President, Vice-President/President-Elect, Secretary, Treasurer, Immediate Past President, and two (2) Directors elected by the membership.

Section 3. The Executive Board has the authority to act for the Society between and during meetings of the Society. The Board shall establish an operational procedures document, which is reviewed annually.

Section 4. The Executive Board shall hold meetings as deemed necessary by the President or by the request of three (3) Executive Board members. Whenever, in the judgment of the Executive Board, a question arises that should be put to a vote of the Board and cannot await a meeting of the Board, the Executive Board may vote by print ballot, electronic ballot, or other means, such as telephone or email.

Section 5. The presence of a majority of the total membership of the Executive Board shall be necessary at any meeting of the Board to constitute a quorum.

Section 6. All members of the Executive Board shall serve until their successors are elected and have assumed their duties.

**Section 7.** In the event that an unplanned vacancy occurs in the membership of the Executive Board, a replacement shall be appointed by a majority vote of the remaining members of the Board to serve until the next election. The President reserves the right to task existing Board members with fulfilling the duties of the vacated position until a new Board member is appointed.

#### **ARTICLE IV: OFFICERS**

Section 1. The Officers of the Society shall be the: President, Vice-President/President-Elect, Secretary, Treasurer, and two Directors.

Section 2. The President shall be the chief executive officer of the Society and, subject to the Board, shall have general supervision and control over its affairs. The President shall have the following responsibilities: preside at all meetings of the Society and Executive Board; prepare an annual report to the Society; appoint members to committees as needed, with the approval of the Executive Board; be an ex-officio member of all committees except the Nominating Committee; and deposit and disburse Society funds in the event that the Treasurer is unable to do so.

The President shall become the Past President when his or her term expires.

**Section 3.** The Vice-President/President-Elect shall have the following responsibilities: assist the President in the management of the affairs of the Society; perform such duties as the President may assign; and perform the duties of the President in his or her absence, particularly at Executive Board meetings.

**The Vice-President/President-Elect shall become the President when his or her term as Vice-President expires.**

Section 4. The Secretary shall have the following responsibilities: keep a record of all meetings of the Society and the Executive Board; keep a record of all Executive Board discussions conducted in-person, by telephone, or electronically; retain and file all Society records in the Society's Archives; send meeting notices to members; and prepare an annual report to be presented at the Annual Meeting.

Section 5. The Treasurer shall have the following responsibilities: prepare an annual budget, quarterly financial reports, and an annual report to be presented at the Annual Meeting.

The Treasurer shall have custody of all funds belonging to the Society and shall disburse them in accordance with the annual budget or upon the expressed authority of the Executive Board. Prior to the Annual Meeting the financial records of the Society shall be given to the Audit Committee for review and reporting.

Section 6. The Directors shall serve as general members of the Executive Board and as members of committees as designated by the President. They shall perform other duties as assigned by the Executive Board.

**Section 7.** All terms shall commence at the adjournment of the Annual Business Meeting or at the conclusion of the election. The term of office for the President and Vice-President/President-Elect shall be one year. The President may run for reelection at the end of their one-year term should the Vice-President/ President-Elect be unable or unwilling to move into the office of President at the end of their one-year term. The term of office for the Secretary and Treasurer shall be three years. The term of office for the Directors shall be two years, staggered; one director will be elected during odd-numbered years and the other director will be elected during even-numbered years.

## **ARTICLE V: VACANCIES, RESIGNATIONS, OR REMOVAL OF OFFICERS**

**Section 1.** If a vacancy caused by removal, resignation, or incapacitation shall occur in any of the offices except President, the office may be filled by a majority vote of the Board, and the appointee shall hold the position for the remainder of the term. Resigning officers must submit official letters of resignation, with effective date, to the President and Secretary.

In the event of resignation, absence, incapacitation, or removal of the President, the duties of the President shall be assumed by the Vice-President. Should further succession to the office be necessary, the duties of the President shall be assumed by the most recent Past President.

Section 2. Officers may be removed from office by a vote of two-thirds of the voting membership at an Annual or Special Meeting where a quorum of members is present and voting, with a quorum being a majority of the total number of members officially registered for said meeting.

Section 3. Written or electronic notice of the date, time, and location of a Special Meeting shall be disseminated to the membership at least forty-five (45) days in advance of the meeting. The meeting notice must clearly state that the members will vote on the removal of an officer.

Section 4. Vacancies in the office of the President shall be filled in accordance with the procedure set forth in Article IV, Section 2.

## **ARTICLE VI: MEETINGS**

**Section 1.** The Annual Business Meeting of the Society shall be held for the purpose of conducting any business that may be brought before the meeting and providing a program of general interest to the members. Written notice of the Annual Business Meeting shall be distributed via postal mail or email, or publicized via the SFA website, newsletter, or social media networks, to the membership **at least forty-five (45) days prior** to the date of the meeting.

**Section 2.** Special Meetings of the Society may be called by the President, upon the approval of the Executive Board, or at the written request of one-third (1/3) of the membership. Written notice of such meetings shall be distributed via postal mail or email or publicized via the SFA website, newsletter, or social media networks to the membership **at least forty-five (45) days in advance.**

Section 3. A majority of the total number of members officially registered for any meeting shall constitute a quorum for the transaction of business.

## **ARTICLE VII: COMMITTEES, SECTIONS, AND OTHER APPOINTMENTS**

Section 1. Standing Committees of the Society shall include the: Audit Committee, Awards Committee, Membership Committee, Nominating Committee, Judith Beale Scholarship Committee, and Annual Meeting Committee. **Sections include: the College and University Archives Section.**

Section 2. The President shall appoint the members and chairs of Standing Committees. The appointments shall be made known to the Executive Board and to the Society members through web communications and the newsletter. **Section Bylaws govern the election of officers for the CUA Section.**

**Section 3.** When the need arises, *ad hoc* committees shall be created in the same manner as the regular Standing Committees. *Ad hoc* committees shall serve until their charge is completed.

**Section 4.** Sections may be established by petition to the board and the approval of the general membership.

## **ARTICLE VIII: NOMINATIONS AND ELECTIONS**

Section 1. A Nominating Committee of not less than three (3) members of the Society shall be appointed each year. No member of the Nominating Committee may run for elective office during their tenure on the Committee.

Section 2. The Nominating Committee shall consider candidates for the offices of President, Vice-President/President-Elect, Secretary, Treasurer, and Director. The recommendations of the Nominating Committee shall be formally reported as a ballot offering a choice of one or more candidates for each office and including places for write-in candidates for each office.

Section 3. A candidate may not run for more than one Executive Board position in an election.

Section 4. Ballots shall be distributed electronically or by regular mail to the membership at least forty-five (45) days before the election. The Nominating Committee shall establish a deadline for the return of ballots, which shall be clearly noted on the ballot. Ballots shall be counted by members of the Nominating Committee. Ballots received after the established deadline shall be considered null and void.

Section 5. The candidates who receive the largest number of votes for the offices of President, Vice-President, Secretary, Treasurer, and Director shall be elected. In the event of a tie, a runoff election shall be held.

Section 6. The Nominating Committee chair is responsible for destroying print and electronic ballots after election results have been announced and conferred.

## **ARTICLE IX: PUBLICATIONS**

Section 1. The Society shall publish a newsletter and other publications as the Executive Board may designate.

Section 2. With the approval of the Executive Board, the President shall appoint a newsletter Editor and other such Editors as are necessary.

Section 3. Subscriptions for Society publications shall be accepted from others at such rates as may be directed by the Executive Board.

Section 4. The Society shall not be responsible for statements of opinions advanced in its publications, or in papers or discussions at meetings of the Society, except for those officially and explicitly authorized by the Executive Board.

## **ARTICLE X: THE RECORDS OF THE SOCIETY**

Section 1. All records of the Society shall be open for public use.

Section 2. The current records of the Society shall be retained by the Officers and Committee Chairs and shall be promptly turned over to their successors. By direction of the Executive Board, non-current records shall be appraised and those of continuing value shall be turned over to the State Archives of Florida.

## **ARTICLE XI: DUES AND FEES**

**Section 1.** Dues shall be proposed by the Executive Board. Any changes to dues proposed by the Executive Board must be approved by the majority of the ballot responses from the membership.

Section 2. The fiscal year is January 1 to December 31. Dues shall be payable by January 1st of each year. Membership shall start upon first payment of dues.

## **ARTICLE XII: AMENDMENTS**

Section 1. The Society is authorized and directed to prepare, adopt, or amend such Bylaws as may be desirable to carry out the administrative practices of the Society. An up-to-date copy of the Bylaws shall be available online.

Section 2. The Bylaws may also be amended by the Executive Board or an *ad hoc* committee of the Executive Board at any meeting of that body when the Board deems such amendments necessary to the smooth management of the Society; such amendments shall be in full force and effect unless altered or rescinded by the majority of the ballot responses from the membership.

Section 3. Society members may also propose Bylaws revisions. Proposals must be made in writing by at least five (5) members and filed with the Secretary and President at least forty-five (45) days before the Annual Business Meeting.

**Section 4.** Notice containing the text of any proposed change to the Bylaws shall be sent to the membership at least thirty (30) days before a ballot is issued.

**Section 5.** Any adopted amendments shall be published on the Society website and in the Society newsletter.

## **ARTICLE XIII: PARLIAMENTARY PROCEDURE**

Section 1. The Sturgis Rules of Order shall govern the proceedings of the Society, except as otherwise provided for in the Society Bylaws.

**Amended and approved by the Executive Board: April 21, 2009**

**Revised by the Bylaws Committee: 2015-2016**

**Still to be approved by the Executive Board**