

**Society of American Archivists Foundation
Board of Directors Meeting
January 22 – 23, 2013
Chicago, Illinois**

Election of Officers

(Prepared by Executive Director Nancy Beaumont)

BACKGROUND

Per the SAA Foundation Bylaws, Article VI. Officers, “The officers of the Corporation shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors (in January).” Further:

ARTICLE VI OFFICERS

Section 1.1 Number. The officers of the Corporation shall be elected by the Board of Directors from among their number, and shall consist of a President, Vice President, and Treasurer, along with such other officers as may be determined by the Board from time to time.

Section 1.2 Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors (in January). Officers shall take office as of the close of such Annual Meeting, and shall serve a term of one (1) year, expiring as of the close of the Annual Meeting in the following year. Election of an officer shall not of itself create contract rights. Officers may serve an unlimited number of successive terms in office.

Section 1.3 Resignation or Removal of Officers. An officer may resign at any time by written notice to the President of the Corporation or to the Corporate Member. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 1.4 Vacancies; New Offices. A vacancy occurring in any office may be filled and new offices may be created and filled, at any time, by the Board of Directors.

Section 1.5 President. The President shall preside at all meetings of the Board of Directors; shall sign certificates, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, or shall delegate such authority to his or her designee; shall vote on behalf of the Corporation, by proxy or

otherwise, all securities which the Corporation is entitled to vote; and, in general, shall perform all duties as from time to time may be prescribed by the Board of Directors.

Section 1.6 Vice President. The Vice President shall assist the President in the discharge of his or her duties as the President may direct, and shall perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. In the absence of the President, the Vice President shall perform the duties and exercise the authority of the President.

Section 1.7 Treasurer. The Treasurer shall oversee the prudent investment and management of the Corporation's properties, funds and assets, and shall ensure the making of periodic reports to the Board of Directors regarding the same. The Treasurer shall have such other duties as from time to time may be prescribed by the Board of Directors.

DISCUSSION

Although the full Board is not yet appointed, it is appropriate that officers are elected at the 2013 Annual Meeting of the SAA Foundation Board of Directors. A straw man motion is provided below.

MOTION

THAT X be elected to serve a one-year term as President of the Society of American Archivists Foundation; and

THAT Y be elected to serve a one-year term as Vice President of the Society of American Archivists Foundation; and

THAT Z be elected to serve a one-year term as Treasurer of the Society of American Archivists Foundation.

Support Statement: X, Y, and Z are well qualified to serve in these important capacities.

Fiscal Impact: None.