National Association of Government Archives and Records Administrators (NAGARA) Annual Business Meeting

Date: Friday, July 15, 2022

Time: 9:00 a.m. – 10:00 a.m. Mountain Standard Time (MST)

Location: Hilton Salt Lake City Center, 255 S W Temple Street, Salt Lake City, Utah

Minutes

1.0 Call to Order

President Dr. Patricia Franks called the meeting to order. Without any objections from the floor, the meeting commenced at 9:09 a.m. MST.

2.0 Approval of 2022 Annual Business Meeting Agenda

There were no requests from the floor for changes to the proposed agenda.

At that, Ashley Selima put forward a motion to approve the agenda; seconded by Kaitlynne Ward Morris. The motion carried with a majority vote in favor by the membership. The 2022 Annual Business Meeting agenda was thereby approved.

3.0 Approval of the 2021 Annual Business Meeting Minutes

Marissa Paron made a request from the floor to amend the minutes of the 2021 Annual Business Meeting by replacing all references to Jennifer Green as "President-Elect" in the last sentence of agenda item 5 with "Vice President" to reflect her position title in 2020-2021.

Caryn Wojcik moved to approve the 2021 Annual Business Meeting minutes as amended; the motion was seconded by Kirsty Jones. The motion carried by a majority vote in favor by the membership. The 2021 Annual Business Meeting minutes were thereby approved.

4.0 NAGARA Treasurer's Report

Treasurer Pari Swift reported on NAGARA's financial performance in 2021, as well as highlights for the period of January 1 to June 30 of the 2022 fiscal year. NAGARA stood in an excellent financial position and was able to responsibly grow and thrive. In summary:

- The association recorded a total revenue of $252,858.70 in 2021, generating a surplus exceeding $77,300 for its "rainy day" fund. Most of this revenue was attributable to the success of four day-long online forums that NAGARA had delivered during the year, as well as its growth in membership. The association had otherwise spent much less than had been budgeted.
- As of June 30, NAGARA had recorded a surplus of $131,272.19 for 2022, surpassing its annual budget line six months early. However, 53% of the revenue recorded for the association in 2022 consisted of deferred membership dues from 2021; and membership dues received in the second half of 2022 would likely be deferred to 2023. Swift emphasized that nearly all NAGARA's major revenue was received during the first half of the fiscal year so the existing surplus was unlikely to increase further with six months of expenses remaining to be paid.

Swift concluded by reminding members that NAGARA's financials were discussed regularly at every monthly board meeting, which they could request to observe at any time or the minutes of which they could access after the fact. Overall, NAGARA continued to demonstrate fiscally responsible behavior and transparency in managing its finances.

There were no questions from the floor.

Franks thanked Swift for her services as Treasurer.

5.0 Bylaws Amendment Vote

The membership was invited to vote on the following proposed amendments to the NAGARA Bylaws that had been approved by the Board of Directors on April 14, 2022.

- ***Amendment to "Article I – General Provisions", clause 1, "Scope of Bylaws"***

Pari Swift moved to approve the amendment as proposed. Jelain Chubb seconded the motion.

When opened for discussion, it was clarified for members that "electronic mail or electronic means" was to be interpreted as including email and text messages.

With all members voting in favor, the motion carried.

- ***Amendment to "Article IV – Elections", clause 1, "Nominating Committee"***

Shanté Ellis moved to approve the amendment as proposed. Angela Ossar seconded the motion.

When opened for discussion, it was clarified for members that a "written notice" was meant to be interpreted as being medium- and format-agnostic.

With all members voting in favor, the motion carried.

- ***Amendment to "Article IV – Elections", clause 2, "Election of Officers and Board of Directors"***

Rebekah Davis moved to approve the amendment as proposed. Jen Haney Conover seconded the motion.

When opened for discussion, Jennifer Green clarified that the amendment would specifically apply to 2023. While most board positions were held for two-year terms, the amendment would allow for the one-time addition of one-year terms for certain board positions to help stagger the turnover of board members going forward.

When opened for voting, one member opposed; there were three abstentions; all remaining members voted in favor. The motion carried.

- ***Amendment to "Article V – Board of Directors", clause 2, "Terms of Members of the Board of Directors"***

Marne McGrath put forward a motion to approve, Kaitlynne Ward Morris seconded. Discussion of the meaning of "duly qualified".

Cindy Lou Trishman put forward a motion to revise the proposed amendment by replacing the word "qualified" in the third sentence with "elected or appointed". Daria Labinsky seconded the motion. Discussion ensued. The majority of members voted against; therefore, the motion did not pass.

Glen Smith put forward an amendment to change "until their successors are duly qualified" in the third sentence with "until their successors assume the office". Kirsty Jones seconded. Discussion ensued. Glen rescinded his amendment.

In the interest of time, Shanté Ellis put forward a motion to limit further discussion of the proposed amendment to two minutes. Dennis Riley seconded the motion. When opened for voting, six members were opposed; there were two abstentions; all remaining members voted in favor. The motion carried with a majority vote in favor.

Megan Wheaton-Book put forward a motion to revise the proposed amendment by striking the entire third sentence, “The members of the Board of Directors shall hold office from their election until their successors are duly qualified.” Lindsey Rambow seconded the motion. When opened for voting, two members opposed; there were four abstentions; all remaining members voted in favor. The motion carried as amended by a majority vote in favor.

Arian Ravanbakhsh clarified Robert’s Rules of Order to allow voting on recommendations brought forward by the board.

Discussion of the word “notice” in Article V clause 3. Pat Franks clarified the intent to get notice if a director will miss a meeting. Discussion ensued on how to clarify intent. Kirsty Jones made a motion to amend clause 3 in Article V, specifically “A board member, who does not give notice to the board of their absence, shall be considered resigned in the event of three consecutive absences from board meetings in a single year of their term.” Mandy Geis seconded the motion. The motion failed with a majority vote against. Deanna Bergstrom made a motion to amend clause 3 in Article V, specifically “A board member, who does not give notice to the board of their absence, shall be considered resigned in the event of three consecutive unexcused absences from board meetings in a single year of their term.” Andrew Mattos seconded the motion. Discussion ensued. The motion failed with a majority vote against.

Discussion of inclusion of the words “moral turpitude” included in a non-regulated board. Kirsty Jones made a motion to table the motion; Stephanie Ford seconded. The motion failed with a majority vote against.

When opened for voting on the amendment to Article V, 17 members opposed; there were 10 abstentions; all remaining members voted in favor. The motion carried as amended by a majority vote in favor.

- ***Amendment to Article VI – "Board of Directors", clause 5, "Meeting Place"***

When opened for voting, there was one abstention from voting on the proposed amendment. No discussion. With all remaining members voting in favor, the motion carried.

- ***Amendment to Article VII – "Board of Directors", clause 9, "Voting"***

When opened for voting, there was one member opposed to the proposed amendment; there were two abstentions. No discussion. With all remaining members voting in favor, the motion carried by a majority vote.

- ***Amendment to "Article VIII – Committees of the Association" with addition of clause 3, "Grievance Committee"***

Discussion of the proposed amendment ensued prior to voting. Several concerns were raised regarding the proposed clause: the potential personal risk to those past board members who might be asked to serve on the proposed committee; the fact that the clause had not been vetted by legal counsel; the likelihood that NAGARA's liability insurance coverage would be limited to current board members only; and the likelihood that past board members would refuse the invitation to serve on the proposed Grievance Committee given the potential liabilities.

Jelain Chubb moved to table the motion to approve the proposed amendment. Andrew Mattos seconded the motion. With the majority of members voting in favor, the motion carried and the proposed amendment was tabled.

- ***Amendment to "Article IX – Officers of the Association", clause 4, "Secretary"***

Pat Franks explained the amendment to remove responsibility for maintain NAGARA's records from the Secretary's duties. Discussion of where NAGARA's records are held, and the format of the records ensued. Tanya Marshall noted the language was outdated, and NAGARA's records are no longer physically held by the Secretary. When opened for voting, all members voted in favor. The motion carried and the proposed amendment was approved.

- ***Amendment to "Article X – Rules of Order"***

Pat Franks explained the amendment use of the Simplified Robert's Rules of Order and NAGARA's bylaws to streamline the board's work. When opened for voting, there were three abstentions. Discussion ensued. With all remaining members voting in favor, the motion carried, and the proposed amendment was approved.

6.0 Report of the Nominations/Elections Committee and Results of Board 2022-2023 Election

Vice President Jen Haney Conover reported on behalf of the NAGARA Nominations Committee in her capacity as its chairperson. She reminded the membership voting took place online to fill the three available board positions in 2022, with 319 members having cast their vote. All successful candidates had been approved; therefore the following individuals were elected to the board of directors:

- Holly Dolan, to the position of Vice President;
- Meg Wheaton-Book, to the position of Secretary; and
- Dennis Riley, to the open Federal Government Representative position.

7.0 Call for New Business from Members

Pat Franks invited new business from the floor. No member put forward new business to discuss.

8.0 Call for Motion to Adjourn

Jelain Chubb put forward a motion to adjourn the meeting. Jennifer Haney Conover seconded the motion. With all members present voting in favor, the meeting adjourned at 10:21 a.m. MST.