

Notice given: May 19, 2023

Official notice to membership of proposed amendments to the Bylaws of the National Association of Government Archives and Records Administrators (NAGARA). These amendments will be considered at the *Annual Business Meeting*, to be held in Cincinnati, Ohio on Thursday, July 20th, 2023 between 12:30 PM - 2:00 PM as part of the *2023 NAGARA Annual Conference*.

Article IV, Section 2: This amendment proposes removing language approved at the 2022 Annual Business Meeting that enabled the terms of Board of Directors to be staggered. This language is no longer necessary.

Article IV – Elections

2. Election of Officers and Board of Directors. All Officers and Directors of the Association shall be elected by the majority of ballots cast during the election period. An annual election is held, and the ballot includes the offices of President, Vice President, Secretary, one federal Director, one state Director and one local Director on even years and the offices of President, Vice President, Treasurer, one federal Director, one state Director, one local Director and one at-large Director on odd years. ~~The election of 2023 will require one state and one local Director to serve a term of one year in order to stagger terms. The one-year term shall not be calculated when determining the two consecutive, two-year term limitation provided for in this section or in the term limit calculations provided for in Article VIII, Section I.~~

Article VIII, Section 1: This amendment proposes adding language to include the composition and role of the NAGARA Executive Committee.

Article VIII – Officers of the Association

1. Officers of the Association. ~~The officers of the Association shall be a President, President-Elect, Vice President, Secretary and Treasurer. The Association shall have a President, President-Elect, Vice-President, Secretary, and Treasurer. The Executive Committee, comprised of these five officers, will provide organizational direction to the Board of Directors. The Executive Committee serves in an advisory capacity and the Board may vote to delegate certain actions to them.~~

Article VIII, Section 5: This proposed amendment seeks to clarify the fiduciary duties of the Treasurer and Executive Director.

5. Treasurer. The Treasurer, in conjunction with the Executive Director, shall prepare and monitor the Association's annual budget; oversee bookkeeping and accounting activities, the completion of tax forms, audits and other financial documents; as well as be responsible for planning and formulating financial policy. ~~receive all money and securities becoming the property of the Association. These shall be deposited in such depositories as the Board of Directors shall from time to time determine, and shall be disbursed under the authority of the Treasurer, except as otherwise provided by the Board of Directors.~~ The Treasurer shall keep a regular and correct record of all receipts and expenditures in such form as the Board of Directors may require. These records shall be open to the inspection of the Board of Directors and to any member of the Association having voting rights for any proper purpose at any

reasonable time, and shall render a detailed report of the same, together with a statement of the securities ~~and all other property~~ belonging to the Association, at the annual meeting of the Association and at such other times as may be required by the vote of the Board of Directors. The Treasurer shall report at each regular meeting of the Board of Directors on the financial condition of the Association. Upon the request of the Board, the Treasurer shall give bond for the faithful performance of duties in such form and with sureties as the Board of Directors shall require.

The fiscal year of the Association shall close on December 31. The accounts of the ~~Treasurer~~ Association and all supporting accounts which the Board of Directors may authorize to be kept shall be audited at least once every other year, by a firm of disinterested public accountants selected by the Board of Directors.

Article X, Sections 1 and 2: This amendment proposes updating the roles and responsibilities of the staff of the association to reflect modern workflows and current practices.

Article X – Staff of the Association

~~1. Staff Personnel. The staff of the Association shall include an Executive Director and such other professional, technical, clerical and service personnel as the Board of Directors deems necessary to perform the functions of the Association. The Board of Directors shall prescribe the duties, determine the compensation, and exercise general supervision over the staff of the Association. The Board of Directors shall have power to remove members of the Association staff for cause.~~
Association Management: The Board of Directors will hire an individual or Association Management Company to provide management services for the Association. The hired party will employ such personnel as is necessary for them to perform the contracted Association functions.

~~2. Executive Director. The Board of Directors shall contract with an individual, an Association Management Company, or firm, to act as Executive Director, or contract with a member institution to act as Executive Secretariat. In the latter case, the member institution shall hire an individual or designate a staff member to act as Executive Director. An individual or designated staff member of the hired party will serve as Executive Director. The Board will define the duties and supervise the Executive Director, with the power to terminate the contract for cause. The Executive Director shall be in charge of the Administration of the Association under the direction and review of the Board of Directors. The Executive Director shall be responsible to the Board of Directors for the proper conduct of the affairs of the Association, except where otherwise provided, including the care of the facilities and equipment, the direction and supervision of the staff, the efficiency of services of the Association, and the operation of the Association under the financial conditions set forth in the annual budget- , association management contract, and other financial policy guidelines.~~

The Executive Director ~~shall~~ will attend all regular Board meetings and submit a report for each one. ~~of the Board of Directors except those at which appointment or salary for the position is to be discussed. The Executive Director shall submit one report for each Board meeting convened by the Board of Directors.~~ Regulations for the routine conduct of the Association may be made by the Executive Director with the approval of the Board of Directors.