

Bylaws – August 2022 Proposed Updates in red

Article I. CORPORATION NAME

The name of the Corporation shall be The Academy of Certified Archivists, Inc.

Article II. PURPOSES

Section 1. Not For Profit. The Academy of Certified Archivists is organized under and shall operate as an Illinois Not For Profit Corporation, and shall have such powers as are now or as may hereafter be granted by the Illinois General Not For Profit Corporation Act of 1986.

Section 2. Mission Statement

The Academy of Certified Archivists provides independent verification of archival knowledge, skills, and abilities through its examination and recertification processes, which benefits archivists, the profession, and its stakeholders.

Purposes. The purposes of the Corporation are to;

- Develop and administer a program of certification and certification maintenance for archivists in the United States and internationally.
- Increase knowledge of archival certification and its benefits within and outside the archival profession.
- Promote among archivists the attainment of a high level of professional knowledge.

Section 3. Rules. The following rules shall conclusively bind the Corporation and all persons acting for it or on its behalf.

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, regents, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Notwithstanding any other provisions of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

2. Upon the dissolution of the Corporation, the Board of Directors (Board of Regents) shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
3. The Corporation shall not adopt any practice, policy or procedure which would result in discrimination on the basis of gender, race, religion, creed, or sexual orientation.

ARTICLE III. REGISTERED OFFICE AND AGENT

The Corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office and may have such other offices within or without the State of Illinois and such other registered agents as the Board may from time to time determine.

ARTICLE IV. MEMBERS

Section 1. Classes of Members. The Corporation shall have three classes of members, Provisional, Full, and Emeritus, who shall have qualified for membership by meeting requirements established by the Board and who shall be known as Certified Archivists.

Section 2. Requirements for Membership. The Board shall establish requirements for membership in the Corporation, which shall include successful completion of an examination approved by the Board, payment of dues, and any such other qualification as the board may establish. Initial certification shall be for a period of five years.

Section 3. Renewal of Membership. ~~The Board shall establish requirements for renewal of membership in the Corporation. Membership renewal shall be for a period of five years, and may be repeated one or more times.~~

All members must pay dues yearly; failure to pay dues means forfeiting membership. Full members must recertify every five years and pay yearly dues. Provisional members must pass the certification test, and after paying the provisional fee, have 3 years to fulfill the work requirements. Upon paying the initial certification fee and the member dues, they will become Full members.

Section 4. Voting Rights. ~~Each member~~ Full and Emeritus members shall be entitled to one vote on each matter submitted to a vote of the members. Provisional members shall not be entitled to vote.

Section 5. Resignation. Any member may resign by filing a written resignation with the secretary or declining to pay dues. A resigning member shall not be entitled to a dues refund.

Section 6. Termination of Membership. The Board by affirmative vote of two-thirds of all of the members of the Board may expel an individual member for cause after an appropriate hearing.

ARTICLE V. MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held each year at such time as the Board may determine, and at a place selected by the Board for the transaction of such business as may come before the meeting.

Section 2. Special Meeting. Special meetings of the members may be called either by the President, the Board, or by not less than one-half of the members having voting rights.

Section 3. Place of Meeting. The Board may designate any place, either within or without the State of Illinois, as the place of meeting for any annual meeting or for any special meeting called by the Board. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Illinois; provided, however, that if all the members shall meet at any time and place, either within or without the State of Illinois, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Notice stating the place, day, and hour of any meeting of members shall be posted on the ACA website or delivered, by electronic mail, to each member entitled to vote at such meeting, not less than 30 days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In the case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. Any member may waive notice of any meeting.

Section 5. Quorum. Fifty voting members present at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice. An act of the majority of those members present and voting shall constitute an act of the membership.

Section 6. Rules. The latest edition of Robert's Rules of Order shall govern the conduct of meetings of the members when not in conflict with these bylaws.

ARTICLE VI. BOARD OF REGENTS

Section 1. Officers and Executive Committee. The officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer. The officers shall form an Executive Committee with power to act for the Board in conducting the affairs of the Corporation between meetings of the full Board. The President shall serve as chair of the Executive Committee and shall call the Committee into session.

Section 2. General Powers. The affairs of the Corporation shall be managed by its Board of Directors, which shall be referred to as the Board of Regents, or by the Board.

Section 3. Composition. The number of Regents shall be ten: President, Vice-President, Secretary, Treasurer, Regent for Examination Development, Regent for Examination Administration, Regent for Certification Maintenance, Regent for Member Services, Regent for Outreach, and Regent for Nominations, **who is also the Past President.**

Section 4. Election and Tenure. The Vice-President shall be elected each year, shall take office at the conclusion of the annual meeting following the election, and shall serve one (1) year as Vice-President. The Vice-President shall automatically become President at the conclusion of the annual meeting and shall serve one (1) year as President. The President shall automatically become Regent for Nominations at the conclusion of the annual meeting and shall serve one (1) year as Regent for Nominations.

The Secretary, Treasurer, Regent for Examination Development, Regent for Examination Administration, Regent for Certification Maintenance, Regent for Member Services, and Regent for Outreach, each shall be elected to serve a term of two (2) years and shall take office at the conclusion of the annual meeting following the election. Elections shall be staggered in accordance with the schedule established by Article XIV of these Bylaws.

Section 5. Qualifications. Any **Full** member of the Academy of Certified Archivists may be elected to serve as an officer or Regent of the Academy, except that no individual may serve more than two consecutive terms of office as either Secretary, Treasurer, Regent for Examination Development, Regent for Examination Administration, Regent for Certification Maintenance, Regent for Member Services, or Regent for Outreach, in the same position and except that the Regent for Nominations may not immediately serve again as Vice-President. **Provisional members may not run for election.**

Section 6. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all the affairs of the Corporation. The President shall preside at all business meetings of the Corporation and of the Board and shall be the chairperson of the Board. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any contracts or other instruments which the Board has

authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws or by statute to some other officer or agent of the Corporation, and in general shall perform all duties incident to the office of president and such duties as may be prescribed by the Board from time to time.

The President shall make appointments to committees and other bodies as delegated by the Board. The President shall represent the Academy in contract negotiation with outside testing companies and consultants.

Section 7. Vice President. In the absence of the President or in the eventuality of the President's inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. In case of a vacancy in the Presidency, the Vice-President shall assume that office and shall hold it for the remainder of the term. The Vice President shall serve as a member of the Examination Development Committee, **the Exam Application Review Committee**, and **Chair of the Finance Committee** and shall perform such other duties as may be assigned to the Vice President by the President or by the Board.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board; shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; shall be responsible for the corporate records and archives; and in general, shall perform all duties incident to the office of the secretary and such other duties as may be assigned to the Secretary by the President or by the Board.

Section 9. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; shall receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and shall deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; ~~shall maintain the membership records~~; and shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board. The Treasurer shall present a budget for the forthcoming year to the Board prior to the beginning of the Corporation's fiscal year. In the absence of the President and Vice-President, the Treasurer shall preside at business meetings of the Corporation and at meetings of the Board.

Section 10. Regent for Examination Development. The Regent for Examination Development shall serve as chair of the Examination Development Committee and shall be responsible for all aspects of examination development. The Regent for Examination Development shall serve as a liaison to outside testing organizations, consultants, and others regarding examination development.

Section 11. Regent for Examination Administration. The Regent for Examination Administration shall be responsible for all aspects of examination administration. The Regent for Examination Administration shall serve as a liaison to outside testing organizations, consultants, and others regarding examination administration.

Section 12. Regent for Certification Maintenance. The Regent for Certification Maintenance shall be responsible for administering the certification maintenance program, **creating a committee of volunteers from members as needed.**

Section 13. Regent for Outreach. The Regent for Outreach, working with other members of the Academy, shall be responsible for promoting awareness of archival certification within and outside of the archival community and shall serve as liaison to the Board concerning outreach issues.

Section 14. Regent for Member Services. The Regent for Member Services, working with other members of the Academy, shall be responsible for communication with members, especially through social media, and shall serve as a liaison to the Board concerning membership-based issues. **The Regent shall be responsible for Member activities such as Virtual Happy Hours.**

Section 15. Regent for Nominations. The Regent for Nominations shall serve as a member of the Nominating Committee.

Section 16. Regular Meetings. A regular annual meeting of the Board shall be held at such time and place as may be designated by resolution by the Board without other notice than this by-law and such resolution. The Board may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 17. Special Meetings. Special meetings of the Board may be called by or at the request of any five Regents at any place, either within or without the State of Illinois.

Section 18. Notice. Notice of any special meeting of the Board shall be given at least ~~ten~~ **three (3) days in advance and delivered to each regent personally.** ~~previous thereto by written notice delivered to each regent personally or sent by electronic mail. Any Regent may waive notice of any meeting.~~

Section 19. Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Regents are present at said meeting, a majority of the Regents present may adjourn the meeting from time to time without further notice.

Section 20. Manner of Acting. The act of a majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board, except where otherwise provided by law or by these bylaws.

Section 21. Removal. Any officer or Regent may be removed by the affirmative vote of two-thirds of the members of the Board whenever in its judgement the best interest of the Corporation would be served thereby.

Section 22. Vacancies. Any vacancy in the Board, including the officers, except the President, shall be filled by the Board at its option, unless the vacancy occurs in time to place names in nomination on the ballot for the next regularly scheduled election. A member of the Board selected or elected to fill a vacancy shall complete the unexpired term of his or her predecessor in office. The Vice-President shall fill a vacancy in the office of the President.

Section 23. Compensation. Regents shall not receive any salaries for their services, but by resolution of the Board, may receive payment for expenses, if any, for attendance at each regular or special meeting of the Board.

ARTICLE VII. COMMITTEES

Section 1. Nominating Committee. The Nominating Committee shall be composed of ~~three~~ **four** members: the Regent for Nominations and ~~two~~ **three** other members, of whom one shall be elected by the membership each year to serve a term of two years. The President shall appoint a **senior member of the committee as** the chair of the committee.

The Nominating Committee shall prepare a slate for each election that shall include at least ~~two~~ **one** candidate for each position to be filled. Any eligible **Full or Emeritus** member also may be placed on the ballot by submission of a petition signed by fifty (50) individual members by a deadline established by the Board. **In the event of a tie, runoff elections will be held to determine the winner.** The Board shall establish all other election procedures.

Section 2. Examination Development Committee. The Examination Development Committee shall be composed of the Regent for Examination Development and six members, two of whom shall be appointed by the President each year to serve a term of three (3) years. Any member ~~of the Corporation~~ is eligible for appointment to the committee, **and except that** any member of the Examination Committee ~~who has completed a full three-year term shall not be eligible for immediate reappointment to the Committee~~ **can serve two consecutive terms.** The Regent for Examination Development shall serve as chair.

The Examination Development Committee shall evaluate, monitor, and oversee regular revision of the examination for certified archivist to ensure its accuracy, comprehensiveness, and appropriateness, and of other documents and procedures relating to development and revision of the examination.

Section 3. Finance Committee. The Finance Committee shall be composed of four members, including the sitting treasurer, the immediate past treasurer, the Vice-President/President-Elect, and a member-at-large. The member-at-large shall be appointed by the President to a three-year term. Any eligible member of the corporation may be appointed to the committee, except that any member-at-large of the Finance Committee who has completed a full three-year term shall not be eligible for immediate reappointment. The Vice-President/President-Elect shall serve as chair of the committee.

The Finance Committee shall be responsible for advising the Board concerning investment and financial management, budget planning, financial policy, and financial reporting requirements and results. ~~The committee will also review the Legacy Travel Award.~~

Section 4. ~~Examination Administration Committee~~ Exam Application Review Committee. The Exam Application Review Committee reviews applications to determine whether an applicant qualifies to take the ACA Certification Examination. ~~The committee also reviews applications for the Travel Assistance Award and determines the award recipient(s).~~ The Regent for Examination Administration serves as chair of the Exam Application Review Committee. In addition to the Regent, the Vice President and Past President serve on the committee. The President serves as final authority in the event an applicant petitions for reconsideration. The President also serves as final authority in the event an applicant has issues regarding a test score.

Section 5. Graduate Course Preapproval Committee. The Graduate Course Preapproval Committee reviews syllabi from graduate programs to determine which classes qualify for ACA precertification as based on the Role Delineation Statement. The Regent for Examination Administration serves as chair, solicits the syllabi, and reports the findings. Three other members, who serve two-year terms, are drawn from teaching faculty at graduate programs in archival management. These members assist in evaluating the syllabi.

Section 6. Other Committees. Committees, task forces, and other bodies necessary to carry out the work of the Corporation shall be created and terminated by the Board of Regents. Each such body shall be governed by a charge approved by the Board specifying its composition, duties, and accountability, and the length of term and method of appointment of its members. Any member of any such body, including the Finance Committee and the Examination Development Committee but excluding the Nominating Committee may be removed by the Board whenever in its judgement the best interest of the Corporation shall be served by such removal. Members of the Nominating Committee may be removed by the affirmative vote of two-thirds of the members of the Board whenever in its judgement the best interest of the Corporation shall be served by such removal.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board may authorize any officer or officers, agent, or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such offices, agent, or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such a determination by the Board, such instruments shall be signed by the treasurer.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 4. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or any special purpose of the Corporation.

ARTICLE IX. BOOKS AND RECORDS

Section 1. Record Keeping. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board.

Section 2. Archives. The Board of Regents shall designate an institution to preserve the Academy's records of enduring value.

ARTICLE X. FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board.

ARTICLE XI. WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the Illinois General Not For Profit Corporation Act of 1986 or under the provisions of the Articles of Incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII. AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the membership voting in an electronic medium or present at any regular meeting or at any special meeting of the Corporation, provided that at least fifteen days' written notice is given of intention to alter, amend or repeal and to adopt new bylaws at such meeting.

ARTICLE XIII. INDEMNIFICATION

The Corporation shall indemnify all officers and Board members of the Corporation to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, and shall be entitled to purchase insurance for such indemnification of officers and regents to the full extent as determined from time to time by the Board of the Corporation.

ARTICLE XIV. TRANSITION PROVISIONS

Section 1: 1994 Election and Assumption of Duties. In 1994, a president shall be elected and a vice-president/elect shall be elected. The President shall serve one (1) year as president and the next year shall become regent for Nominations for a total service of two years. The Vice-President shall serve one (1) year as vice-president, the next year shall become Regent for Nominations.

In 1994, two members shall be elected to the Nominating Committee, with the member drawing the highest number of votes elected to a two (2) year term and the member drawing the second highest number of votes elected to a one (1) year term. At the end of the 1994 business meeting, other offices shall be filled as follows:

- The outgoing president shall become Regent for Nominations.
- The Secretary and Treasurer, elected in 1993 to two-year terms of office, shall begin the second year of their two-year terms.
- One Regent elected in 1993 for a three-year term shall in 1994 assume the duties of Regent for Outreach for the remaining two years of his or her term in office.
- One Regent elected in 1993 shall assume the duties of Regent for Examination Development for the remaining two years of his or her term of office.
- One Regent elected in 1992 for a three-year term shall in 1994 assume the duties of Regent for Examination Administration for the remaining one year of his or her term in office.
- One Regent elected in 1992 shall in 1994 assume the duties of Regent for Certification Maintenance for the remaining one year of his or her term of office.

Section 2: 1995 Election. In 1995, the Vice-President, Secretary, Treasurer, Regent for Examination Administration, Regent for Certification Maintenance and one member of the Nominating Committee shall be elected to terms of office as established by these bylaws. The other officers and Regents shall continue their terms of office as described above.

Section 3: 1996 Election. In 1996, the Vice-President, Regent for Outreach, Regent for Examination Development and one member of the Nominating Committee shall be elected to terms of office as established by these bylaws, completing the transition.

Section 4: 2020 Election: In 2020, the first Regent for Member Services will be elected. To ensure that this Regent position is staggered with the Regent for Outreach, the first Regent for Member Services will serve one year, with the option to extend their tenure to a full three years through 2023, with approval of the Board of Regents, or a new election. From 2019-2020, the Regent for Member Services position will be run by a committee of three, the Regent for Outreach (or her delegate), and two former or current ACA Board Members, to be determined.