

**Society of American Archivists
Council Meeting
May 15 – 17, 2013
Chicago, Illinois**

**Regarding the Method of Filling Council Vacancies
(Prepared by Terry Baxter)**

This item discusses changes in the method specified in the governance manual for filling vacancies in Council member positions. It includes an action item to accomplish those changes.

BACKGROUND

Second-year Council members are awarded the task of reviewing the SAA Governance Manual and suggesting revisions. Among the changes this trio plans to suggest is one regarding the method of filling vacant Council member positions ([Section IV.4: Terms of Office¹](#)). The proposed changes clarify existing language and provide the Council with more flexibility in filling a vacancy. The existing language and proposed changes are outlined in the discussion below.

Unlike other proposed suggestions, this one requires changing language in the SAA constitution ([Article V.A.2.a Governance and Administration²](#)). The process for making a constitutional amendment is described in [Article X](#) of the SAA constitution.

DISCUSSION

The Council working group that is proposing revisions to the Governance Manual has suggested the following language in the section on filling vacant Council member positions:

Original: “[...] If a vacancy shall occur among the Councilors or in any of the offices except the presidency, it may be filled by the Council. The persons designated shall hold the position until the next annual election, at which time the position will be filled by election for the remainder of the term, if any.”
(Section IV.4)

Proposed: “If a vacancy occurs among the Councilors or in any of the offices except the presidency, the Council decides whether and how to fill the

¹ <http://www2.archivists.org/governance/handbook/section4>

² <http://www2.archivists.org/governance/handbook/section1/constitution>

vacancy. The term of office, if the vacancy is filled, is for the remainder of the original term.”

In proposing this change, the working group decided to leave the Council’s options open to decide if and how to fill vacancies. Since circumstances may differ from case to case, it seems that flexibility is warranted. It also took into consideration recent experience with filling a Council vacancy.

The main change to the constitutional language involves allowing the Council to choose its method, if any, for filling a vacancy based on its particular circumstances.

The circumstances surrounding a vacancy, the length of the remaining term of office, the proximity to an upcoming election, the possibility that the vacancy is temporary, or other issues could require different responses from future Councils. The current language in the constitution and bylaws was created to deal with a specific Council vacancy and may not be the best solution in future circumstances.

There is some practicality in having a standardized process for dealing with all vacancies. It provides a mechanistic blueprint for resolving the solution and requires little analysis by Council members. While (hopefully) filling a Council vacancy should be a rare occurrence, having a uniform process for it reduces the chance for capricious results.

On the other hand, Councils are elected to determine appropriate responses to changing circumstances. Allowing them the latitude to act on a situation in the way that makes the most sense to them and that is transparent to SAA membership can result in solutions that are more effective than a one-size-fits-all approach.

The cost of changing the constitution through referendum cannot be ignored. Waiting until other constitutional changes might need to be made would save money, but it would also put off a needed change indefinitely.

What Council members really need to decide is whether this change is important enough to warrant the immediate expenses associated with a member referendum.

RECOMMENDATION

THAT the Council hold a member referendum to revise Article V.A.2.a of the SAA Constitution to read as follows [~~strikethrough~~ = deletion, underline = addition]:

The government of the Society, the management of its affairs, and the regulation of its procedures, except as otherwise provided in this constitution, shall be vested in a council. The Council shall consist of the President, Vice President, Treasurer, and nine (9) Councilors elected at-large by the Society. Three (3) of the nine (9) Councilors shall be elected in each annual election for terms of three (3) years. The nine (9) Councilors shall be ineligible for immediate reelection. ~~If a vacancy shall occur among the Councilors or in any of the offices except the presidency, it may be filled by the Council. The persons designated shall hold the position until the next annual election, at which time the position will be filled by election for the remainder of the term, if any.~~ If a vacancy occurs among the Councilors or in any of the offices except the

presidency, the Council decides whether and how to fill the vacancy. The term of office, if the vacancy is filled, is for the remainder of the original term.

Support Statement: This change is necessary to allow the Council to fill Council vacancies in a way consistent with the needs of each particular situation.

Impact on Strategic Priorities: None.

Fiscal Impact: The cost of a member referendum is \$3,500.