

**Society of American Archivists
Council Meeting
January 27 – 30, 2011
Chicago, Illinois**

**Action Item: Ad Hoc Council Subcommittee on Voting Methods
(Prepared by Aimee Felker, Brenda Lawson, Kate Theimer, and Brian Doyle)**

BACKGROUND

At its August 9, 2010, meeting the Council discussed¹ several questions arising from the recent review of member dues concerning provisions in SAA's constitution for voting. Per Article IV:

...Changes in membership dues shall be determined by a majority vote of those members present and voting at the annual business meeting of the Society.

As SAA Treasurer Aimee Felker reported, several members consulted by the Finance Committee raised concerns that this provision disenfranchises those members who are unable to attend the Annual Meeting. This same concern was raised on the floor of the August 14, 2010, business meeting during the discussion on dues. At its August 9 meeting, the Council resolved:

THAT the President appoint an ad hoc subcommittee, consisting of two seated Council members, one Executive Committee member, and one staff member, to consider the voting process for constitutional amendments, dues increases, and other issues of broad interest to the membership, including how any potential changes would be implemented and the resources necessary for implementation, with a report and recommendation(s) to the January 2011 Council meeting.

DISCUSSION

The subcommittee deliberated via conference call and email between August 2010 and January 2011. After discussing the differences between referendum voting and full participation in parliamentary deliberation², we identified several models for changing SAA's voting methods:

1. Enable synchronous, remote participation in the business meeting—i.e., authenticated login to real-time audio or audiovisual streaming along with methods to: a) request recognition from the President; b) make and/or discuss motions; and c) cast votes.
2. As above, but manage entire meeting virtually—i.e., no room, no in-person participants.
3. Maintain the annual business meeting but establish a process for conducting electronic referenda, including constitutional and bylaws provisions that: a) define what types of

¹ <http://www.archivists.org/council/Council0810/0810-1-III-B-VotingMethods.pdf>

² The distinction concerns the power granted to an assembly via parliamentary procedure not only to vote on a main motion, which can be put to a referendum, but also to move subsidiary motions (e.g., to amend), to postpone, etc.

resolutions shall be put to a ballot; and b) establish appropriate checks and balances to help ensure that principles of good governance are upheld.

The subcommittee favors Option 3 for the following reasons:

- It will provide all eligible voting members with the ability to vote on dues increases and amendments to SAA's constitution and bylaws.
- It is the path of least resistance. In contrast, options 1 and 2 would be highly experimental. We have no proof of concept that parliamentary procedure will work in a virtual environment that, hypothetically, could involve more than 5,000 online participants in a one-hour (or longer) meeting.
- It is within SAA's means, both financially and organizationally. SAA staff has negotiated an option with our e-ballot vendor to add, upon demand, an additional asynchronous voting event at the cost of \$1,500 per year.

For these reasons, the subcommittee suggests that Option 3 currently offers the most practical and well-balanced approach to increasing member participation in SAA governance. However, the Society should continue to explore options for increasing the interactivity of the business meeting in the future, as technology to support this becomes more accessible and cost-effective.

Types of Member Resolutions Identified in SAA's Constitution

To specify the procedures governing member referenda, the subcommittee started by compiling a list of the various types of resolutions identified in the constitution that involve a member vote:

- 1. Election of officers.** Per Article III, full individual members, student members, and primary contacts of institutional members may vote for officers, for Councilors, and for members of the Nominating Committee.
- 2. "All matters which come before the Society as a whole."** Per Article III, full individual members, student members, and primary contacts of institutional members may "vote on all matters requiring a vote which come before the Society as a whole." A close reading of the constitution suggests that, in addition to elections and to all of the items listed below (i.e., numbers 3-7), this language also applies to:
 - a. Votes cast at the annual business meeting and at special meetings called by the Council in accordance with Article VI.1³; and
 - b. Ballots cast in accordance with Article VI.2.⁴

³ Article VI.1 states, "the Society shall hold an annual business meeting at such time and place as the Council shall determine, and special meetings may be called by a two-thirds (2/3rds) vote of the Council. Notice of each meeting of the Society shall be mailed by the Executive Director at least thirty (30) days before the date of the meeting. One hundred (100) individual members shall constitute a quorum for the transaction of business, but a smaller number may adjourn to another date."

⁴ Article VI.2 states, "resolutions passed at the annual business meeting which request the Council to take a specific action must be formally considered and voted upon by the Council in a timely fashion. The membership shall be notified of the results of that deliberation in the first mailing sent to the membership following the Council's vote. If ten (10) percent of the membership disagrees with the Council's decision and files a petition within ninety (90) days of the U.S. Postal Service postmark of the Council's notification, to that effect with the executive office, a mail ballot shall be conducted through the next mailing to the membership and the results of a majority vote of the members voting on this ballot shall be binding provided that at least thirty (30) percent of the eligible members shall have voted."

3. **Changes to member dues.** Per Article IV, a majority of members attending and voting at the annual business meeting may vote to change SAA dues.
4. **Resolutions passed at the annual business meeting which request the Council to take a specific action.** Per Article VI.2, resolutions passed at the annual business meeting which request the Council to take a specific action are subject to special provisions.³
5. **Bylaws amendments.** Per Article IX, members present and voting at the annual business meeting may adopt or amend SAA's bylaws.
6. **Constitutional amendments.** Per Article X, members present and voting at the annual business meeting may amend SAA's constitution.
7. **Dissolution of the Society.** Per Article XI, members present and voting at a meeting called for such purpose may vote to dissolve the Society.

Per Article V.A.2(a), all other powers are vested in the SAA Council.

Regarding Items 1 and 2, because election of officers is already put to an electronic ballot, and because the language "all matters which come before the Society as a whole" already covers voting at the business meeting, voting at special meetings called by the Council, and ballots cast in accordance with Article VI.2, amendments are not required to Article III *unless* the Council recommends at a later date to establish an elected Resolutions Committee (see Appendix.) In that case, amendments would be in order but they would not relate directly to member referenda.

Regarding Items 3, 5, and 6, the subcommittee recommends amendments to the constitution and bylaws in order to implement member referenda. The subcommittee's draft recommendations below present the proposed constitutional language for the Council's review and discussion.

Regarding Item 4, the subcommittee does not recommend requiring resolutions which request the Council to take a specific action to be put to a member referendum. This would serve only to delay Council consideration. In addition, it would add unnecessary complexity and expense. Any member or group of members may request Council consideration or action on an issue. In addition, the current language already provides for a member referendum as part of the appeal process. However, the subcommittee *does* recommend amendments to the language in Article VI.2 pertaining to appeals of Council decisions. These proposed revisions seek to bring this language up to date with modern methods of communication and provide staff with the option to utilize electronic balloting in the case that a special referendum is required.

Regarding Item 7, the subcommittee does not recommend amending Article XI pertaining to dissolution of the Society. Such an amendment does not appear germane to the immediate goal of enhancing member participation. Conversely, it's difficult to imagine what circumstances might precipitate such a resolution. Whereas the subcommittee has not yet investigated the ramifications of amending this language, we regard Article XI as exceptional and recommend taking no action until the consequences of such an amendment are more fully understood.

We note at this point that, based on the recommendations described above, there are only three types of referendum issues still in question: 1) Changes to dues; 2) constitutional amendments; and 3) bylaws amendments. Except for those matters already put to a member ballot, all other powers would remain vested in the Council or in the quorum at the annual business meeting.

Given the complexity of these issues, the subcommittee has limited its draft recommendations to constitutional amendments, from which bylaws amendments will naturally derive. Proposed constitutional amendments must be filed with the Executive Director one hundred (100) days prior to the meeting at which they are to be discussed, which would be May 19, 2010. Therefore, the subcommittee proposes that the Council focus its attention on establishing the appropriate constitutional language and postpone consideration of bylaws amendments to its May meeting.

The procedural changes implemented by these draft recommendations are as follows:

Article IV: Dues

- Amend so that changes in member dues shall be approved by those members voting in a referendum conducted according to the bylaws of the Society, rather than those members present and voting at the annual business meeting.

Article IX: Bylaws

- Amend so that bylaws amendments shall be approved by those members voting in a referendum conducted according to the bylaws of the Society, rather than those members present and voting at the annual business meeting.
- Specify how bylaws amendments may be proposed *by members*, including the number of members who must submit a written proposal, and the date by which such proposals must be filed.
- Specify the required notice for amendments, including notice at the business meeting.
- Amend so that a majority vote of the members voting in a referendum, rather than a 2/3rds vote, would be required to amend the bylaws.

Article X: Amendments

- Amend so that constitutional amendments shall be approved by those members voting in a referendum conducted according to the bylaws of the Society, rather than those members present and voting at the annual business meeting.
- Amend the 25-person requirement for proposing constitutional amendments to *either* a 1% requirement (e.g., 56 according to our current number of members) or a 100-person requirement, set to match the quorum at the annual business meeting.
- Eliminate the conditional vote required to amend the constitution (i.e., based on whether or not the proposal is approved by the Council) so that a majority vote of the members voting in a referendum would be required in all cases amend in the constitution.

Detailed background on the subcommittee's findings and rationale for these changes is provided in the Appendix.

RECOMMENDATION 1:

THAT the SAA Council issue a call for member comment on the following draft recommendation and postpone consideration of the motion to an interim meeting of the Council to take place electronically no later than May 19, 2010:

RECOMMENDATION

THAT the SAA Council recommend the following constitutional amendments to Article IV, Article IX, and Article X at the Society's August 2011 business meeting:

IV. DUES

A member shall be enrolled upon the first payment of dues and shall receive benefits during the period for which dues have been paid. All dues shall be payable in advance. Membership in good standing shall cease when dues are 28 days in arrears. Changes in membership dues shall be determined by a majority vote of those members ~~present and voting at the annual business meeting~~ in a referendum conducted according to the bylaws of the Society.

IX. BYLAWS

The Council is authorized and directed to prepare, adopt, or amend such bylaws as may be desirable to regularize the administrative practices of the Society. Adoption or amendment of bylaws may be made either by a two-thirds (2/3rds) vote of the Council or by a ~~two-thirds (2/3rds) majority~~ majority vote of those members ~~present and voting at the annual business meeting~~ in a referendum conducted according to the bylaws of the Society. Amendments to the bylaws may be recommended by a majority vote of the Council or proposed in writing by at least 100 or* 1% of the eligible voting members of the Society. All amendments must be filed with the Executive Director at least sixty (60) days prior to the Annual Meeting. Copies of the proposed amendments shall be mailed by the Executive Director to all members at least thirty (30) days in advance of the meeting at which they are to be presented. A copy of the current constitution and bylaws shall be published in the Society's membership directory on the Society's website and shall be available to any member upon request to the Executive Director.

X. AMENDMENTS

Amendments to this constitution may be recommended by a majority vote of the Council or proposed in writing by at least ~~twenty five (25)~~ 100 or* 1% of the eligible voting members of the Society. All amendments must be filed with the Executive Director at least one hundred (100) days prior to the Annual Meeting. Copies of the proposed amendments shall be mailed by the Executive Director to all members at least sixty (60) days in advance of the meeting at which they are to be ~~considered presented. If approved by the Council, a~~ presented. If approved by the Council, a Amendments may be adopted by a majority vote of the those members present and voting at the annual business meeting. in a referendum conducted according to the bylaws of the Society. ~~If not approved by the Council, amendments may be adopted by a two-thirds (2/3rds) vote of the members present and voting at the annual business meeting of the Society.~~

Support Statement: Referring motions on dues changes and amendments to the Society's constitution and bylaws from the annual business meeting to member referenda constitutes a practical and well-balanced approach to increasing member participation in SAA governance. It is within SAA's means, both financially and organizationally. If approved, details regarding the administration of member referenda would be specified in forthcoming, proposed amendments to the bylaws. Other procedural changes affected by this recommendation include: more consistent notification requirements; explicit provisions regarding the proposal of bylaws amendments; modification to the number of members required to propose amendments (due to the recent growth in members); and, whereas proposed amendments would be put to a vote of the entire membership, a reduction in the votes required to amend the constitution and bylaws.

In practice, proposals for dues changes and amendments will be generated as they are now and will be presented at the annual business meeting for discussion. However, the quorum at the business meeting will no longer be empowered to amend, approve, or decline such motions. In addition to debate at the annual business meeting, the Society would provide members with an electronic forum by which all eligible voters would be able to debate the motion(s). Following the annual business meeting, according to a schedule that would be specified in the bylaws, the electronic referendum would be conducted.

Fiscal Impact: SAA staff has negotiated an option with our e-ballot vendor to add, upon demand, an additional asynchronous voting event at the cost of \$1,500 per year.

* N.B. The formula used to calculate this provision (i.e., 100 or 1%) should be determined before calling the motion.

RECOMMENDATION 2:

THAT the SAA Council recommend the following constitutional amendment to Article VI.2 at the Society's August 2011 business meeting:

Resolutions passed at the annual business meeting which request the Council to take a specific action must be formally considered and voted upon by the Council in a timely fashion. The membership shall be notified of the results of that deliberation in the first mailing sent to the membership following the Council's vote. If ten (10) percent of the membership disagrees with the Council's decision and files a petition within ninety (90) days of the U.S. Postal Service postmark of the Council's notification, to that effect with the executive office, a mail ballot special referendum shall be conducted ~~through the next mailing to the membership~~ within one hundred and eighty (180) days and the results of a majority vote of the members voting ~~on~~ in this ballot referendum shall be binding provided that at least thirty (30) percent of the eligible members shall have voted.

Support Statement: These proposed revisions seek to bring this language up to date with modern methods of communication and provide staff with the option to utilize electronic balloting in the case that a special referendum is required.

Fiscal Impact: None.

RECOMMENDATION 3:

THAT the Council charge the Council Ad Hoc Subcommittee on Voting Methods to:
1) analyze member input received from the call for comments on the draft constitutional amendments detailed in Recommendation 1; 2) revise the draft constitutional amendments as needed and report the subcommittee's revised recommendation(s), if applicable, at the Council's interim meeting scheduled to take place prior to May 19, 2010; and 3) prepare draft bylaws amendments for review and consideration at the Council's May 2011 meeting.

Support Statement: The draft constitutional amendments detailed in Recommendation 1 would result in the administration of member referenda "conducted according to the bylaws of the Society." Those provisions need to be drafted, pending member feedback. Procedural details concerning the bylaws to be considered by the subcommittee are referenced in the Appendix of the subcommittee's January 2011 report to the Council.

Fiscal Impact: None.

Additional Findings of the Ad Hoc Council Subcommittee on Voting Methods

Principles of Good Governance as Defined by Sturgis

The subcommittee struggled with the question of how to provide procedurally for a number of potentially conflicting interests, including the opportunity for member debate, the power to amend referendum questions, and how to establish appropriate checks and balances. To review these considerations, we begin with a citation from Sturgis:

In most groups, (constitutional and bylaws) amendment(s) (are) referred to the bylaws committee, which studies (them) and reports the recommendation of the committee to the voting body. The bylaws of most organizations require prior notice for bylaws amendments, in addition to either a two-thirds vote or a vote of the majority of the entire membership, and many have a standing rule or a custom that bylaws changes must be reviewed by a committee. Some groups also limit consideration of bylaws amendments to the annual meeting.⁵

This quote from Chapter 24, “Charters, Bylaws, and Rules,” is helpful because it identifies many of the procedural questions at play, including prior notice, the vote required to amend, and the role (if any) of the annual meeting. In the same chapter, Sturgis also outlines five (5) provisions that should be established for amending the constitution and bylaws:

1. How and by whom amendments may be initiated and proposed.
2. The form in which proposed amendments should be stated.
3. The date before which proposed amendments must be received by the organization.
4. The required notice to members of proposed amendments.
5. The vote required to adopt the amendment.

Before we begin analyzing these provisions, we offer one more quote concerning our objective and the ultimate purpose of such formalities:

The purpose of deliberative bodies is to secure the mature judgment of the group on proposals submitted to it for a decision. This purpose is best served by the free interchange of thought through discussion and debate.⁶

Acknowledging that the judgment being sought is that of all members voting in a referendum, we now turn to those procedural mechanisms that might be put in place to help secure the “mature” judgment of members on proposals submitted to them for a decision.

Parliamentary Debate and Subsidiary Amendments to Motions

Dues changes, constitutional amendments, and bylaws amendments currently are put to the quorum at the annual business meeting, where they may be debated and amended prior to the main motion being called. Per Sturgis, this “free interchange of thought” is the best method to ensure informed decision-making. Initially, the subcommittee envisioned a procedure whereby

⁵ Sturgis, A. (1988) *The Standard Code of Parliamentary Procedure*, 3rd Ed. New York: McGraw-Hill, Inc., p. 196.

⁶ *Ibid.*, p. 114.

resolutions would come forward in their usual fashion (i.e., by Council approval or by written petition of 25 or more members), be debated at the annual business meeting, and then be referred *with or without subsidiary amendments* to a member referendum for approval. Essentially, we envisioned the quorum at the business meeting serving the function of Sturgis' so-called "bylaws committee," with the exception being that we initially attributed to the quorum not only the power to study an issue and report a recommendation to the voting body, but also the power to amend the main motion itself via parliamentary debate. There are number of potential problems with this model:

1. The power to amend a main motion prior to referral cannot be granted without also empowering the quorum at the business meeting to actually *block* referral.⁷ Even if the required vote to refer were reduced to one-thirds (1/3rds), the subcommittee has strong reservations about empowering any group to block consideration of a referendum question by the members at large.
2. Sturgis does not describe a "bylaws committee" that is empowered to refer, block, and/or amend motions. Rather, this committee is simply charged to study and to report a recommendation to the voting body. In other words, it is an *advisory* group.
3. It is not certain that the quorum at the business meeting will have either the time or the resources necessary to study an issue in depth and produce a recommendation, as a small appointed or elected group would.

Therefore, while discussion and debate at the annual business meeting currently takes place within a parliamentary framework that includes the power to amend, it would seem that certain powers to represent the voting body, now vested in the quorum at the business meeting, must be rescinded if member referenda are to be established as a constitutional provision. Subsequently, the benefits of debate could be provided through committee, through an electronic discussion forum, or both. Hence, important questions for the Council to consider are the value that it ascribes to debate and how best to provide procedural mechanisms for that debate to occur.

Procedural Decision Points

How and by whom should dues changes and amendments be initiated and proposed?

Changes to member dues are now studied by the Finance Committee, which reports recommendations to the Council, which in turn reports recommendations to the members. This process is not explicitly detailed in either the constitution or in the bylaws. The Council may wish to consider adding such a provision to the bylaws and/or the committee's guidelines.

⁷ Consider for example a hypothetical amendment as follows: "THAT the quorum required at the annual business meeting be changed from 100 individual members to 10% of the membership." Suppose a majority of members present and voting at the business meeting feel that this proposal is ill-advised and wish to amend. Upon further debate, the majority finds that the quorum requirement should remain unchanged and/or that the proposal should be postponed pending further investigation. What parliamentary action is the quorum empowered to take? Shall it amend the motion to read 100 persons, effectively nullifying it, and refer that question to a referendum? Is it empowered to postpone the motion in accordance with Sturgis or vote it down completely, thereby blocking a member referendum? By our reading, there appears to be no precedent for an assembly that is empowered to amend a main motion but not to table it or vote it down. Establishing such a governance structure risks creating procedural confusion and/or deadlock.

Constitutional amendments are recommended by a majority vote of the Council or proposed in writing by at least 25 members. The subcommittee proposes that the Council consider whether the 25-person petition requirement is still appropriate given the growth of the membership in recent years. We recommend *either* a 1% requirement (i.e., 56 according to our current number of members) or a 100-person requirement, set to match the quorum at the annual business meeting.

The constitution does not explicitly specify how bylaws amendments are initiated and proposed. The subcommittee proposes that the Council consider whether this language should mirror the language in Article X for constitutional amendments.

The form in which proposed dues changes and amendments should be stated.

Section 9 of the Society's bylaws states that "Sturgis' *Standard Code of Parliamentary Procedure* (latest revised edition) shall govern the proceedings of the Society, except as otherwise provided for in the constitution, by-laws, and special rules of the Society." Chapter 7 of Sturgis specifies the form of main motions.

This chapter also suggests a rationale and possible secondary function for a so-called bylaws committee: "If a member presents a motion that is confusing, unnecessarily long, or involved, the presiding officer should ask the proposer to rephrase the motion and, if necessary, should assist the member in doing so. The presiding officer can rephrase the motion only in wording that is approved by its proposer. If a motion is long or complicated or controversial, it is wise to submit it in writing. The chair has the right to insist that any motion be submitted in writing."⁸ Thus, a bylaws or resolutions committee might also be charged to work with proposers, as necessary, to rephrase their motion(s) to help ensure that they are concise and clear. If so, the procedures governing election and/or appointment to this committee, its duties, and so forth would need to be added to the Society's bylaws.

Constitutional amendments proposed by 25 or more members are currently required to be submitted in writing. However, no such provision exists for bylaws amendments. The subcommittee proposes that the Council consider whether this language should mirror the language in Article X for constitutional amendments.

The date before which proposed dues changes and amendments must be received.

Constitutional amendments are required to be filed with the Executive Director "one hundred (100) days prior to the annual meeting." No such provision exists for bylaws amendments. The subcommittee proposes that the Council consider whether this language should mirror the language in Article X for constitutional amendments.

Because dues changes are studied by the Finance Committee, if a submission date for such recommendations is to be formalized, this should logically be incorporated into

⁸ *Ibid.*, p. 31.

the bylaws and/or the committee's guidelines. In all cases, the need for such formalities relates to the notification requirements (see below).

The required notice to members of proposed dues changes and amendments.

Copies of the proposed constitutional amendments must be mailed by the Executive Director to all members at least sixty (60) days in advance of the meeting at which they are to be considered. No such provision exists for proposed bylaws amendments. The subcommittee proposes that the Council consider whether this language should mirror the language in Article X for constitutional amendments.

The vote required to adopt the proposed dues changes and amendments.

Changes to dues are approved by a majority vote. The subcommittee makes no recommendation to change this provision.

Adoption or amendment of the bylaws currently may be made either by a two-thirds (2/3rds) vote of the Council or by a two-thirds (2/3rds) vote of those members present and voting at the annual business meeting. One question to consider is whether the Council should retain the right to amend the bylaws directly. The subcommittee suggests that it may still be in the interest of the Society to vest this power in the Council, provided that a 2/3rds supermajority shall be required to approve such motions. The subcommittee makes no recommendation at this time to change this provision. In addition, per Sturgis, "the bylaws of most organizations require ... either a two-thirds vote or a vote of the majority of the entire membership." Whereas the entire membership will be able to vote in member referenda, the subcommittee recommends that the two-thirds (2/3rds) majority currently required be lowered to a simple majority.

If approved by the Council, constitutional amendments may currently be adopted by a majority vote of those members present and voting at the annual business meeting. If not approved by the Council, amendments may be adopted by a two-thirds (2/3rds) vote of those members present and voting at the annual business meeting. The rationale for this provision appears to be the fact that a vote is not currently being put to the entire membership. According to Sturgis, "some parliamentary writers have mistakenly assumed that the higher the vote required to take an action, the greater the protection of the members. Instead, the opposite is true. Whenever a vote of more than a majority is required to take an action, control is taken from the majority and given to a minority.... (An) exception is when the rights of absentees are involved."⁹ Whereas the entire membership will be able to vote in member referenda, the subcommittee recommends that the conditional two-thirds (2/3rds) majority currently required be eliminated.

What quorum requirement should apply to member referenda?

While not included in the list of provisions on page 4, Sturgis does indicate that "the (constitution or) bylaws should state the number or proportion of members that constitutes a quorum." The subcommittee recommends that, at a minimum, referenda

⁹ *Ibid.*, p. 123.

should meet the 100-person quorum in effect for the business meeting itself. However, the subcommittee members also agree that this may constitute an inappropriately low threshold. Conversely, setting the requirement too high may risk invalidating the referenda results, wasting resources and obstructing effective governance. Whereas recent participation in SAA elections has ranged between 22% and 29%, we suggest that a 10% quorum is an appropriate requirement. This provision should be added to the Society's bylaws.