CONSTITUTION
OF THE
SOCIETY OF ROCKY MOUNTAIN ARCHIVISTS

I. NAME. The name of this organization shall be the Society of Rocky Mountain Archivists, hereinafter called SRMA.

II. PURPOSE AND OBJECTIVES. SRMA is a non-profit member-oriented professional organization, incorporated in the state of Colorado. SRMA unites those who champion the acquisition and preservation of the evolving historical record and promotes access to records for present and future generations. Its objectives are to disseminate information on research materials and archival methodology, to provide a forum for the discussion of matters of common concern, and, in furtherance of these objectives, to cooperate with other similar cultural and educational organizations.

III. MEMBERSHIP CLASSIFICATION, VOTING PRIVILEGES, AND DUES.

A. Membership shall be open to any individual or institution interested in archival activity in the Rocky Mountain region. Membership levels include:

1. Individual
2. Student
3. Sustaining
4. Institutional

B. Membership in SRMA is nontransferable. Members shall have no ownership rights or beneficial interests of any kind in the assets of SRMA.

C. The membership year shall be from January to December. A member who fails to pay annual dues by 01 March of the membership year shall be suspended from membership until all such dues are fully paid.

D. Annual dues shall be determined by the SRMA Board of Directors (hereafter referred to as the “Board”). A proposed dues structure change shall be communicated to members at least thirty (30) days prior to the annual business meeting and must be ratified by a majority of members.

E. A voting right entitles each member to one vote at all general meetings of the membership of the SRMA.
F. Voting and quorum: voting for Board Members and voting on ballot measures shall occur as specified in the bylaws.

IV. OFFICERS AND GOVERNMENT.

A. Officers: The Officers of SRMA shall be a President, a Vice President, a Secretary, and a Treasurer.

B. The Vice President shall be the President-Elect.

C. Board: The government of SRMA, the management of its affairs, and the regulation of its procedures except as otherwise provided in this constitution, shall be vested in a Board composed of:

2. Non-voting appointed Board Members as specified in the bylaws.
3. The immediate Past President, who votes as specified in the bylaws.

D. The Board shall act for the membership between meetings of SRMA. The Board shall be responsible for the funds of SRMA.

E. The assembled membership at the annual business meeting is the highest authority for SRMA and shall be able, by majority vote, to overturn a Board decision, or to prevent the Board from taking an action.

F. In the event of a vacancy on the Board, other than the President, the Board shall appoint a replacement to serve until the next election.

V. BYLAWS. SRMA shall have such bylaws as may be necessary to govern its organization, administration, and operations. A current copy of the bylaws shall be available to any member upon request to the Secretary. Bylaws may be amended by majority vote of the members at an annual business meeting. The Board shall have power to alter, amend or repeal the bylaws and adopt new bylaws, subject to ratification, repeal, or change by action of the voting members at the annual business meeting.

VI. SPECIAL MEETINGS. Special meetings shall be called for pressing matters other than bylaws and amendment changes, as outlined in the bylaws.

VII. AMENDMENTS. Amendments to this constitution or SRMA bylaws shall be recommended by a majority vote of the Board or proposed in writing by at least five (5) members of the SRMA. All amendments must be filed with the President at least sixty (60) days prior to an annual business meeting. Proposed amendments shall be sent to the membership by the Secretary at least thirty (30) days before an annual business meeting.
in order to be discussed and voted on at that meeting. Ratification requires the affirmative vote of at least two-thirds of the voting members.

VIII. QUORUM AND VOTING. Voting at SRMA meetings and quorum shall be as set forth in the bylaws.

IX. DISSOLUTION. In the event of the dissolution of the SRMA, the Board shall designate a repository for all of the assets of SRMA to the benefit of the archival profession. No part of the net earnings of SRMA shall inure to the benefit of, or be distributed to, its members, officers, or private persons.

BYLAWS OF THE
SOCIETY OF ROCKY MOUNTAIN ARCHIVISTS

ARTICLE I. MEMBERSHIP AND DUES

Section 1. Classes of Membership.

A. Individual. (Open to any person interested in archival activity in the Rocky Mountain region. Membership is activated by payment of all current dues assessed by the SRMA. Upon payment, individuals shall have full voting rights.)

B. Student. (Open to post-secondary students with proof of scholastic enrollment. Upon payment of dues, students shall have full voting rights.)

C. Sustaining. (Those individuals or institutions that voluntarily choose to contribute more than the annual dues. Upon payment of dues, sustaining members shall have full voting rights.)

D. Institutional. (Open to dues-paying organizations supporting the work of the SRMA. An institution may designate an individual that is entitled to the same voting rights as an individual member. Should there be more than one (1) department within an institution wishing to join SRMA, each department shall then be entitled to have the same voting rights as an individual member. Upon payment of dues, institutional members shall have full voting rights.) Two (2) individuals from organizations with an institutional membership are entitled to attend SRMA events at the member rate.

Section 2. Dues. Annual dues shall be determined by the SRMA Board. A proposed dues structure change shall be communicated to members at least thirty (30) days prior to the annual business meeting and must be ratified by a majority of members.

ARTICLE II. MEETINGS OF MEMBERSHIP

Section 1. Annual Business Meeting of Members. An annual business meeting of the members shall be held each year, at the time and place determined by the Board, for the
purpose of electing officers, for providing a program of general interest to the members, and for transacting such other business as may come before the meeting. The annual business meeting may be held in conjunction with meetings of allied organizations. Failure to hold an annual business meeting as required by these bylaws shall not cause a forfeiture or dissolution of SRMA or invalidate any action taken by the SRMA Board.

Section 2. Special Meetings. Special meetings of the members, for any purpose(s) may be called by the President or the Board, and shall be called by the President upon written petition of at least one-fourth (1/4) of the voting membership or twenty (20) voting members, whichever is the smaller number. Special meetings may be called for the purpose of conducting business or may consist of workshops focusing on specific subject(s). Agenda items and action taken shall be limited to transacting the specific business for which the meeting or workshop was called. Notice of the place, day, and hour, and specific business to be transacted at such meetings shall be communicated to the membership at least thirty (30) days in advance.

Section 3. Place and Time of Meetings. Meetings of the members shall be held at such place, day and hour, as set forth in the notice of meeting sent to the membership at least thirty (30) days in advance. Preliminary notice shall be given to the membership as soon as meetings are scheduled by the Board.

Section 4. Quorum and Vote Required for Legal Action During Meetings.

A. A quorum requires at least three (3) Board Members, one of whom shall be the President or Vice President; and either one-fourth (1/4) of the voting membership or twenty (20) members voting in person or by proxy, whichever is the smaller number. Except as otherwise provided in this constitution and/or bylaws, a majority of the legal votes cast shall be required to take action.

B. Proxy. All SRMA members should be made aware of the proxy proviso. Only the Secretary may accept proxy votes. The Secretary will cast the proxy votes on behalf of the members. A proxy vote is valid if:

1. it is signed and dated by the SRMA member casting his/her vote.
2. it is given to the Secretary prior to the beginning of the meeting.
3. it is submitted via written communication – including but not limited to fax, e-mail, and mail.

ARTICLE III. ELECTED BOARD AND GOVERNMENT

Section 1. General Powers. The government of SRMA, the management of its affairs, and the regulation of its procedures shall be vested in a Board, except as otherwise provided in the Colorado Nonprofit Corporation Act, the articles of incorporation, the constitution and/or the bylaws. The Board shall have the power to conduct the business of SRMA between annual business meetings and to delegate authority as is not otherwise set forth in these bylaws.
Section 2. Number and Qualifications. The government of SRMA, the management of its affairs, and the regulation of its procedures shall be vested in a Board composed of the following elected voting members: four (4) officers, two (2) Members-at-Large, one (1) Preservation Member-at-Large, and one (1) immediate Past President. The Board also shall be comprised of non-voting appointed members as follows: Newsletter Editor, Website Coordinator, Membership Coordinator, Archivist, and other non-voting members appointed for specific ad hoc purposes.

Section 3. Authority and Duties of Officers. All officers must maintain records that document their activities. All officers will transfer non-current permanent records and pertinent information to their respective successors and the SRMA Archivist at the conclusion of their term. Moreover, the duties of SRMA officers shall be as follows:

A. President. The President shall: (i) be the chief executive officer of the Society and have general and active control of its affairs and business and general supervision of its officers and directors; (ii) preside at all meetings of the members and of the Board unless the President, in the absence of the Vice President, shall designate another person to preside; (iii) see that all orders and resolutions of the Board are carried into effect; (iv) appoint or terminate special committees and task forces when authorized by the Board and may serve as an ex-officio member of any standing committees except the nominating committee; (v) oversee the long range plan and its implementation; (vi) prepare the agenda for Board and business meetings, conduct official correspondence, sign all documents as authorized; (vii) coordinate with other officers to present all awards and honors; and (viii) perform all other duties incident to the office of President.

B. Vice President. The Vice President shall: (i) be the President-Elect and shall assist the President and perform such duties as may be assigned by the President or by the Board; (ii) in the President's absence, perform the duties of the President; (iii) in the event of a vacancy in the office of President, the Vice President shall succeed to the office for the remainder of the unexpired term. In the event of the temporary incapacity of the President to act, as determined by a two-thirds vote of the Board, the Vice President shall fill the office of President until the President is able to resume office. When the Vice President has succeeded to or is filling the office of President under this section, and is so acting, the Vice President shall have all the powers and be subject to all the restrictions upon the President; and (iv) the Vice President shall act as liaison to the elected Board Member that serves as Program Director and shall oversee all educational programs of SRMA.

C. Secretary. The Secretary shall: (i) record the official minutes of the proceedings of the membership and of the Board, and keep all current records such as, but not limited to, official minutes of the meetings, log of Board correspondence, official books and records not specifically assigned
to other officers; (ii) submit the official minutes of previous business meetings at the SRMA annual business meeting; (iii) see that all notices are duly given in accordance with the provisions of these bylaws or constitution; and (iv) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to such office by the President or by the Board.

D. Treasurer. The Treasurer shall: (i) be the principal financial officer of SRMA and receive funds and give receipts, keep complete books and records of account, prepare and file all tax returns and related documents as necessary, prescribe and maintain an adequate system of internal audit; (ii) prepare and furnish to the President and the Board statements of account showing the financial position of the SRMA and the results of its operations; (iii) based on the calendar year, prepare an annual budget and financial reports; (iv) keep an accurate list of members and their addresses as supplied by the membership director; (v) collect membership dues and assessments and pay bills and other debts from SRMA funds; (vi) make a report at the annual business meeting on the fiscal status of the SRMA; (vi) perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to such office by the President or by the Board; (vii) be responsible for keeping the articles of incorporation and corporate reports current and on file with the Colorado Secretary of State; and (viii) on behalf of SRMA, the Treasurer may accept any designated contribution, grant, or bequest consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, SRMA shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, SRMA shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the SRMA’s tax-exempt purposes.

E. Immediate Past President. The immediate Past President shall (i) vote in the event of a tie; (ii) chair and select the nominating committee; and (iii) advise the current President as necessary.

Section 4. Authority and Duties of other Board Members. There shall be two (2) Members-at-Large elected in alternate years for two (2) year terms. There also shall be one (1) Preservation Member-at-Large that is elected for a two (2) year term. All three (3) Members-at-Large shall hold voting rights and assist the Board in all functions. Non-voting Board Members shall serve at the pleasure of the Board and be appointed by the Board annually. All Board Members (voting and non-voting) are required to attend or participate via conference call at least two (2) Board meetings per year. All Board
Members are responsible for ensuring the transfer of their respective permanent, non-current records to the SRMA Archivist.

A. First Year Duties of Member-at-Large. The Member-at-Large shall assist the Program Director and Vice President in developing annual and semi-annual meeting topics, workshops, and other duties as may be assigned to this position by the President or by the Board.

B. Second Year Duties of Member-at-Large. The second year duties of the Member-at-Large shall be that of Program Director. The Program Director shall be responsible for developing all aspects of all membership meetings. Duties include but are not limited to: enlisting local arrangement facilitators, developing program topics, organizing events, coordinating any displays or exhibits, and developing a time frame with the President for the business portion of the annual business meeting. The Program Director will work closely with other directors to promote all programs.

C. Preservation Member-at-Large. Duties include but would not be limited to being responsible for coordinating with Jefferson County Library to maintain the Myra J. Moon Preservation Collection, maintaining/distributing the preservation kits, providing preservation information to the newsletter and website, and working with the Program Director regarding preservation-related activities.

D. Non-Voting Board Members Appointed by the Board.

1. Archivist. The Archivist holds the authority and responsibility for gathering all materials that relate to SRMA from its Board and members. The Archivist also sets and maintains a records retention schedule for the SRMA Archives, which are an accessioned collection at the Colorado Historical Society.

2. Membership Coordinator. The Membership Coordinator is responsible for soliciting members (by contacting local archival programs and making membership information available at regional archival gatherings), collecting dues, maintaining membership lists, completing a written report for the spring meeting, and compiling a membership directory that must be distributed every year to all SRMA members in good standing by 30, June.

3. Newsletter Editor. The Newsletter Editor prepares and publishes a quarterly newsletter. Contents of the newsletter should reflect items of interest to the archival community in the Rocky Mountain West. The Newsletter Editor is expected to solicit newsworthy items from SRMA members and communicate regularly with the Website Coordinator.
4. **Website Coordinator.** The Website Coordinator maintains the SRMA website.

5. **Other Non-Voting Board Members.** Non-Voting Board Members may be appointed for ad hoc committees as necessary.

**Section 5. Nomination and Election of Board Members.**

A. A nominating committee shall propose a slate of officers and voting Board Members each year. The nominating committee shall consist of at least three (3) members, including the immediate Past President, who shall serve as chair and select the members of the nominating committee. One (1) member may be an outgoing voting or non-voting Board Member and one (1) member shall be a member from the general membership in good standing.

B. The available officer and Board Member positions of SRMA shall be elected by ballot of the members each year, as described in this paragraph. The nominating committee shall be responsible for announcing vacant positions in the newsletter that precedes the annual business meeting, preparing a list of nominees, and conducting an election. All nominees shall be current members of SRMA. Provision shall be made on the ballot for write-in votes. Members must be provided no less than fifteen (15) days in which to return their ballot. The nominee receiving a majority of the legal votes cast shall be elected to that position. Voting and balloting may be conducted via fax, e-mail, or mail.

C. All ties that affect the outcome of an election shall be resolved by a runoff election at the annual business meeting where a candidate shall be considered elected when one (1) of two (2) or more candidates shall receive a majority of the legal votes cast.

D. The new officers shall be named at the annual business meeting.

**Section 6. Terms of Office.**

A. The President and the Vice President shall serve terms of one (1) year each. The Secretary and the Treasurer and the three (3) Members-at-Large shall each be elected for terms of two (2) years each.

B. The outgoing President shall serve as the immediate Past President for a term of one (1) year.

C. The Secretary shall be elected in even-numbered years. The Treasurer shall be elected in odd-numbered years. The Vice President shall be elected every year, and shall automatically become President the following year.
D. One (1) Member-at-Large shall be elected each year for a term of two (2) years.

E. In odd-numbered years, the Preservation Member-at-Large shall be elected for a term of two (2) years.

F. Annually, the SRMA Board shall appoint non-voting Board Members as specified in the bylaws.

G. Terms of office for new Board Members shall begin during the first board meeting following the annual business meeting at a time designated by the President.

H. No Board Member shall hold more than one office at a time. No officer may serve more than one (1) full term except in the cases of the Secretary and Treasurer, who may serve up to two (2) consecutive terms. All Board Members must be at least eighteen (18) years old.

I. Any Board Member may resign at any time by giving notice to the President by e-mail, fax, or in writing. A Board Member's resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective. In case of a vacancy in the position of Vice President, Secretary or Treasurer, or any other Board position (voting or non-voting), the Board shall appoint a replacement to serve until the next election.

Section 7. Compensation. Board Members shall receive no compensation for their services as a member of the SRMA Board.

Section 8. Removal of Officers or Directors. Any elected or appointed Board Member may be removed from office by a majority vote of the voting membership during the time an officer or Board Member is on the Board. Any voting or non-voting Board Member may be removed by majority vote of the Board for just cause, which includes, but is not limited to, malfeasance, negligence, or failure to attend two (2) Board meetings in a year.

Section 9. Board Meetings. An organizational meeting of the Board shall be held as soon as practical after the annual election of Board Members, at the time and place determined by the President, for the transaction of business. Board meetings shall be publicized and open to SRMA members. Meetings of the Board may be called by or at the request of the President or any two Board Members.

Section 10. Quorum and Voting. Four (4) Board Members who are eligible to vote shall constitute a quorum for the transaction of business at any meeting of the Board. No Board Member eligible to vote may vote or act by proxy at any meeting of the Board.
Section 11. Action Without a Meeting. Any action of the Board or any committee thereof may be taken via conference call or e-mail provided that a quorum concurs and participates. The Secretary will document any action taken.

ARTICLE IV. COMMITTEES AND PARLIAMENTARY AUTHORITY.

Section I. Committees. Except for the nominating committee, all other committees, chairs of committees, task forces, and other groups shall be created and terminated by the Board. The members of any such committee, task force, or group shall elect a chairperson who shall preside at all meetings of the committee, supervise the conduct of the committee's affairs, and report regularly to the Board. The President may serve as an ex officio member of all standing committees except the nominating committee.

A. Standing Committees. The standing committees of the Society shall consist of a nominating committee and such others as the Board deem necessary.

B. Special Committees or Task Forces. The chair of each special committee or task force authorized by the Board will be provided with a specific duty. The committee members will be appointed by the chair and given a date by which a final report, if any, must be submitted to the Board. These committees or task forces shall be created when the need arises and in the same manner as the standing committees. Members of these committees or task forces shall serve until their duties are completed or until the Board dissolves the committees or task forces.

Section 2. Parliamentary Authority. The current version of Robert's Rules of Order shall govern the proceedings of the Society in all applicable cases consistent with the Society's constitution and bylaws.

ARTICLE V. BYLAWS REVIEW. A committee appointed by the Board shall be constituted every three years to review and edit the bylaws.