

**CONSTITUTION AND BYLAWS
OF THE
VIRGINIA ASSOCIATION OF GOVERNMENT ARCHIVES
AND RECORDS ADMINISTRATORS**

CONSTITUTION

ARTICLE I – NAME

The name of this organization shall be the Virginia Association of Government Archives and Records Administrators (VAGARA). This association is a not-for-profit organization incorporated in accordance with the laws of the Commonwealth of Virginia, and is not associated with nor a part of any other organization.

ARTICLE II – PURPOSE

The purpose of the Association shall be the advancement of education and skill in the art of archival and records management administration and the promotion of the profession of archival and records management administration as an instrument of management in the public service.

ARTICLE III – TERRITORY OF ASSOCIATION

The territory of the Association shall be the Commonwealth of Virginia.

ARTICLE IV – MEMBERSHIP OF ASSOCIATION

Members of the Association must be affiliated with federal, state or local government within the boundaries of the Commonwealth of Virginia or may be a person employed by a private organization who has an interest in government archives and records management; a vendor or contractor of goods and services of interest to the archives and records management profession ; or any individual who has been recognized as an honorary member of the Association.

ARTICLE V – EXECUTIVE BOARD

The affairs and business of the Association shall be administered by the Executive Board of the Association.

ARTICLE VI – FUNDS

Section 1. The Association shall collect Association dues and administer such other funds as may be necessary for the accomplishment of its purposes, and may receive and administer grants, donations, gifts, and bequests made with the object of furthering such purposes.

Section 2. No funds of the Association shall accrue to the benefit of any person or organization.

Section 3. In the event of the dissolution of the Association, all existing funds of the Association shall be donated to a charity or charities as determined by the membership at that time. All existing Association records and property at the time of the dissolution shall be offered to the Library of Virginia or the Virginia Historical Society.

ARTICLE VII – AMENDMENTS

Section 1. Proposed amendments shall be submitted in writing to the association at least thirty days prior to a scheduled meeting. In order for an amendment to be adopted by the association, it must receive the affirmative vote of three-fourths of the valid ballots cast.

Date of Adoption: _____

President

Member at Large

Vice President

Member at Large

Secretary

Member at Large

Treasurer

Member at Large

Historian

BYLAWS

ARTICLE I – NAME

The name of this organization shall be the Virginia Association of Government Archives and Records Administrators (VAGARA).

ARTICLE II –PURPOSE

The purpose of the Association is to promote and advance the preservation, access, use and management of public information in keeping with established state and federal laws.

ARTICLE III – MEMBERSHIP

SECTION 1. There shall exist the following membership classifications within the organization: a) individual, b) vendor, and d) honorary.

SECTION 2. An individual membership shall be accorded any eligible person affiliated with federal, state and local government or be employed in the records management or archival field within a private organization, upon application, subscribing to the organization by-laws, and payment of dues. An active member in good standing shall have full voting privileges and may hold office.

A member in good standing shall be defined as one whose dues are paid in full for the current calendar year.

SECTION 3. A vendor membership shall be accorded any vendor or contractor of goods and services of interest to the archives and records management profession within the Commonwealth of Virginia. Corporate membership shall not include voting privileges nor shall be eligible to hold office.

SECTION 4. honorary membership may be accorded any active or retired member who has demonstrated exceptional contribution(s) and dedication to VAGARA. Honorary membership shall be approved by the majority vote of the Executive Board. Any active member may make nomination(s) with the nominee's consent to the Executive Board for honorary membership.

Honorary membership shall be recognized by a formal presentation to the recipient during the Annual Conference in the year of nomination and approval. Such membership shall be conferred for a lifetime period and provides the recipient complimentary access to any and all organizational meetings, seminars and workshops. An honorary member shall not have voting privileges nor hold office.

SECTION 5. The annual Association dues of each member shall cover the calendar year of January 1 to December 31. Annual dues shall be due and payable on January 1 of each calendar year. Any member whose dues remain unpaid for six months shall cease to be a Member of the Association. Any member may resign from the Association, but there shall be no refund of dues paid.

SECTION 6. No special assessments may be levied without approval of the Executive Board.

ARTICLE IV – OFFICERS

SECTION 1. The officers of the Association shall consist of a President, Vice-President, Secretary, Treasurer, and Historian, each elected for a term of two years. They shall perform the duties prescribed by these bylaws, standing rules, and by the parliamentary authority adopted by VAGARA. They shall hold office until their successors shall have been elected and qualified.

SECTION 2. The President shall call and preside at all meetings of the Association and the Executive Board and shall perform such other duties as are customary to the office or as may be assigned to him/her by the Executive Board. The President shall have authority to appoint special and ad hoc committees as necessary. The President shall have the authority to negotiate, amend and sign any agreement or contract for events involving VAGARA. Such contract shall have been approved by the Executive Board prior to the President signing such document. The President shall have the authority to issue awards to members in good standing who, at his/her evaluation, have contributed to the organizational goals and objectives.

SECTION 3. The Vice President, in the absence of the President, shall preside at all meetings of the Association and Executive Board and shall perform such other duties as may be assigned by the President or the Executive Board. The Vice President shall serve as the Chairman of the Awards Committee.

SECTION 4. The Secretary shall keep a record of all proceedings of the Association and of the Executive Board; shall issue proposed Constitution and Bylaws changes and proposed slate of officers. The Secretary shall perform such other duties as are customary to the office or as may be assigned by the President or the Executive Board.

SECTION 5. The Treasurer shall be the custodian of all Association funds and shall disburse such funds only as authorized by the President or the Executive Board; and shall keep the accounts, which shall be open at all times to the inspection of the membership; and shall report the financial status of the organization at the annual conference. The Treasurer shall perform such other duties as are customary to the office or as may be assigned by the President or the Executive Board.

SECTION 6. The Historian shall compile a record of all activities, maintain a history of the organization, retain a copy of all newsletters, and annually distribute one copy of each newsletter to the State Archives at the Library of Virginia. He/she shall maintain an inventory of all organizational gifts/donations (e.g., keys from city officials, books, etc.) and procurements (e.g., computer software, certificates, plaques, etc.). The incumbent shall ensure that the successor be given all historical files and organizational properties at the conclusion of his/her term of office.

ARTICLE V – ELECTIONS

SECTION 1. Prior to the annual meeting of the Association, the Nominating Committee shall prepare a slate of officers. Any Association member may make recommendations to any member of the Nominating Committee. The Secretary shall provide a list of the nominees to each member of the Association.

SECTION 2. The nominee receiving the largest number of votes for each position shall be declared elected, provided that if there is a tie in the number of votes cast for the candidates for any position, the Executive Board shall by majority vote declare one of the candidates elected.

SECTION 3. The newly Executive Board shall assume office on January 1. Outgoing officers will turn over their files to the new officers at the beginning of their term.

SECTION 4. Any vacancy occurring on the Executive Board between regular meetings shall be filled by majority vote of the Executive Board for the unexpired balance of the term of such office.

ARTICLE VI – MEETINGS

SECTION 1. There shall be a business meeting held at the Annual Conference.

SECTION 2. Other meetings of the Association may be called by the President and the Executive Board, or upon written request to the President by ten members of the Association. Notices of all meetings of the Association shall be mailed not less than thirty calendar days prior to such meetings.

SECTION 3. A quorum of any membership meeting of the Association shall consist of ten percent of the Association members.

SECTION 4. The members of the Association shall have the power to remove any member of the Executive Board or any Officer of the Association by majority vote of the members present at a special meeting for which notice specifying the purpose thereof

shall have been given. The Executive Board member or member of the Association concerned shall have prior notification and shall have the right to be heard.

ARTICLE VII – EXECUTIVE BOARD

SECTION 1. The Executive Board shall be composed of the Association officers and four members-at-large of the Association; the immediate past president shall serve as a non-voting ex officio member of the Board.

SECTION 2. The Executive Board shall consider and report upon business to be acted upon by the Association; shall put into effect the votes of the Association; shall be the custodian of all its property; shall authorize all contracts and expenditures, but shall not incur any liabilities exceeding the amount of the unappropriated funds in the hands of the Treasurer; shall have the authority to appoint and discharge special committees to further the work of the Association; and shall perform such other functions as are customary for the Executive Board.

SECTION 3. Meetings of the Executive Board shall be called by the President as frequently as the accumulation of business to be transacted shall demand, and at places and times to be determined. A quorum of the Executive Board shall consist of 5 members. The Executive Board shall meet at least four times a year in addition to the annual conference. Attendance is required. The Executive Board may remove any member of the board who does not attend regularly.

SECTION 4. Board meetings by conference call may be permitted provided such meetings are conducted in such a manner that all members participating can hear each other at the same time.

SECTION 5 No member of the Board, Committee Members or Ad hoc Members shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding matter being discussed. When such a situation presents itself, the director must announce his or her potential conflict, disqualify him or herself, and be excused from the meeting until discussion is over on the matter involved. The President of the meeting is expected to make inquiry if such conflict appears to exist and the board member has not made it known.

ARTICLE VIII - COMMITTEES

SECTION 1 Standing Committees. The Association shall recognize the following standing committees which will serve the functions noted: a) Nominating Committee for the nominations of officers; b) Awards Committee for awards recognition; c) Audit Committee for annual audit of Treasurer's books; and d) Scholarship Committee for awarding scholarships.

SECTION 2. The Nominating Committee shall consist of a chairman (member of the Executive Board) appointed by the President, and four members in good standing of the Association, one from each region, appointed by the Nominating Committee Chairman and approved by the Executive Board. The Committee shall recommend a candidate(s) to the board no less than ninety days prior to any scheduled election. The names of candidate(s) shall be presented to the general membership for election

SECTION 3. Each calendar year, an Awards Committee chaired by the current Vice President and two past award recipients selected by the Vice President shall review nominations and select not more than two outstanding member awards and one outstanding vendor award.

SECTION 4. The Audit Committee, consisting of two or more members appointed by the Executive Board, shall within four months immediately following the annual meeting, review the financial accounts of the Association, and render a prompt report of its findings to the Executive Board.

SECTION 5. The Scholarship Committee shall consist of three persons all appointed by the President from the general membership, one of whom shall be designated as Chairman. This Committee shall select and present proper candidates from the membership for scholarship awards to the Executive Board for approval.

ARTICLE IX – PARLIAMENTARY AUTHORITY

SECTION 1. Rules contained in Roberts' Rules of Order, Newly Revised, shall govern the proceedings of the organization except as otherwise provided for in the Constitution, Bylaws and Standing Rules of the Association.

ARTICLE X - AMENDMENTS

SECTION 1. Amendments may be submitted by a member or members of the Association to the Executive Board, and the Executive Board will recommend changes to the bylaws to the membership at large. The Secretary shall submit proposed amendments to the membership in writing at least thirty days prior to a stated meeting of the Association. Amendments shall be adopted by two-thirds of the of the members present at the annual meeting of the Association.