

ACADEMY OF CERTIFIED ARCHIVISTS BYLAWS

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.

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 benefit archivists, the profession, and its stakeholders.

Section 2.1. Purposes. The purposes of the Academy of Certified Archivists, hereinafter referred to as “Corporation” or “Academy” 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 and archives professionals 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.

Rule 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, Regents, Officers, Directors, 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.

Rule 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 (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.

Rule 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 determine.

ARTICLE IV. MEMBERS

Section 1. Classes of Members. The Corporation shall have two classes of members, Certified Archivist (CA) and Certified Archivist Emeritus (CA Emeritus), who qualify for membership by meeting requirements established by the Board.

Section 2. Requirements for Membership. The Board shall establish the requirements for membership in the Corporation. All members must pass the certification exam approved by the Board (or have been admitted before the exam requirement). Membership requires payment of dues, annual renewal, recertification, and any other qualifications the Board may establish. The Board establishes the policy for CA Emeritus membership.

Section 3. Voting Rights. Members are entitled to one vote on each matter submitted to a vote of the members.

Section 4. Termination of Membership for Cause. The Board, by affirmative vote of two-thirds of the full Board, may expel an individual member for cause.

ARTICLE V. MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual member meeting must be held each year at such time and place (in person or virtual) designated by a two-thirds vote of the Board.

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. Special meetings called by the membership are exempt from Article V, Section 4. Notice of Meetings. President or Board called special meetings must receive unanimous Board approval for an exemption for Article V, Section 4. Notice of Meetings.

Section 3. Place of Meeting. The Board may designate any place, either virtual or in person, 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 Corporation's registered office.

Section 4. Notice of Meetings. Notice stating the place, day, hour, and purpose of any member meeting shall be posted on the ACA website and communicated 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 Officers or persons calling the meeting. ACA will use the primary communication method identified by members for Notice of Meetings.

Section 5. Quorum. Fifty members present at any meeting shall constitute a quorum at all member meetings. Votes made by a majority of the quorum become acts of the membership. If a quorum is not present at any member meeting, a majority of the members present may adjourn the meeting without further notice.

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. 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 governed by its Board of Directors, which shall be referred to as the Board of Regents, hereinafter referred to as the Board.

Section 3. Composition. The Board will be composed of the Officers and the following Regents: 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 the Regent for Nominations.

Section 4. Election and Tenure. The Board establishes all election procedures. Members elect all Board positions and the members of the Nominating Committee. Any eligible CA may be placed on the ballot for Officer positions. Any CA or CA Emeritus member may be placed on the ballot for Regent or Nominations Committee positions. All Board and elected roles take office at the conclusion of the annual meeting following the election.

The President's term is three years: year one as Vice President, year two as President, year three as Regent for Nominations (past President). All other elected roles serve a term of two (2) years. No individual may serve more than two consecutive terms in these roles. The Regent for Nominations is prohibited from running for Vice President in the election that takes place during their term.

Section 5. Qualifications. Any CA in good standing may be elected to serve as a Regent or Officer of the Academy.

Section 6. Board Roles of the Corporation.

Section 6.1. Officers. The President, Vice President, Secretary, and Treasurer are the Officers (Directors) of the Corporation. At least three of these roles must be occupied each year per Illinois law. The role of President begins as Vice President; the Vice President automatically becomes President at the conclusion of the annual meeting. The President automatically become Regent for Nominations at the conclusion of the annual meeting. See Article VI, section 6.2.3 for Board vacancies.

6.1.1 President. The President is the principal executive officer of the Corporation, provides leadership and oversight for the Corporation consistent with the direction of the Board. The President is chairperson of the Board and presides at all business meetings of the Corporation and of the Board. The President may sign with any other Officer of the Corporation authorized by the Board, any contracts or other instruments the Board authorizes to execute, except where the Board has expressly delegated authority by statute, in these bylaws, or by Board vote to some other Officer or agent of the Corporation.

The President confirms appointments to non-elected committees and other ad hoc groups and appoints committees and other bodies as approved by the Board. The President represents the Academy in contract negotiations with outside agents, companies, organizations, and consultants.

Section 6.1.2. Vice President. The Vice President/President-elect is an Officer of the Corporation and is responsible for the annual Distinguished Service Award. The Vice President will fulfill the duties and responsibilities in the absence of the President or their inability to act have all the powers of and be subject to all the restrictions upon the President. The Vice President will take over the signatory and financial oversight duties of the Treasurer in the event that the Treasurer is unable to perform these duties.

Section 6.1.3. Secretary. The Secretary is an Officer of the Corporation and is expected to attend all meetings, keep and publish minutes in accordance with Records Management practices, and is responsible for ensuring notices are duly given in accordance with these bylaws or as required by law. The Secretary is responsible for the corporate records management and corporate archives. If the Secretary cannot attend a Board or member meeting, a designee will be identified.

Section 6.1.4. Treasurer. The Treasurer is an Officer of the Corporation and has charge and custody of and is responsible for the financial health and stability including oversight of financial transactions and investments and ensuring the Corporation completes fiscal and tax obligations.

Section 6.1.5. Regents of the Corporation.

The Board designates areas of responsibility and expertise for Regents. Each Regent serves as a liaison to outside organizations, consultants, specialists, and others regarding their area of

responsibility.

Section 6.1.5.1 Regent for Examination Development. The Regent for Examination Development is responsible for all aspects of examination development.

Section 6.1.5.2. Regent for Examination Administration. The Regent for Examination Administration is responsible for all aspects of examination administration.

Section 6.1.5.3 Regent for Certification Maintenance. The Regent for Certification Maintenance is responsible for the certification maintenance program.

Section 6.1.5.4. Regent for Outreach. The Regent for Outreach is responsible for promoting awareness of archival certification within and outside of the archival community.

Section 6.1.5.5 Regent for Member Services. The Regent for Member Services is responsible for member retention activities and member communication and serves as the membership Ombudsman. This Regent oversees the transition of CAs to CA Emeritus member status.

Section 6.1.5.6. Regent for Nominations. The Regent for Nominations is responsible for developing candidates for the next election and serves as the Nominating Committee Chair.

Section 6.2. Board Member management

Section 6.2.1. All Officers and Regents shall in general perform all the duties incident to their role and such other duties as from time to time may be assigned to their role by the President or by the Board. All Board members are expected to attend Board meetings to the best of their ability and shall be responsible for maintaining relevant governance documents, policies, and procedures.

Section 6.2.2. Removal. Any Officer or Regent may be removed by the affirmative vote of seven (7) Board members for cause or failure to perform duties.

Section 6.2.3. Vacancies. Any vacancy in the Board, except that addressed in Article VI, Section 6.1.1 and 6.1.2 will be filled by the Board. Appointment to a vacancy is an exception to the two-consecutive term restriction; unless a vacancy is more than 12 months.

Section 6.2.4. Compensation. Regents shall not receive any salaries for their services.

Section 6.2.5. Reimbursement. By resolution of the Board, Officers and Regents may receive reimbursement for expenses accrued on behalf of the Corporation or for attendance at in-person Board meetings.

Section 7. Board Meetings

Section 7.1. Regular Meetings. The Board of Regents will hold two annual meetings held at such times and places (in person or virtual) as may be designated by resolution by the Board

without other notice than those identified in this bylaw and by 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. The President sets the cadence and frequency of Board meetings with approval of the Board.

Section 7.2. *Special Meetings.* Special meetings of the Board may be called by or at the request of any five (5) Regents at any place, either virtual or in person within or without the State of Illinois.

Section 7.3. *Notice.* Notice of any special meeting of the Board shall be communicated to all members of the Board at least three (3) days in advance.

Section 7.4. *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 Board members present may adjourn the meeting without further notice. A record of the cancelled meeting will be kept

Section 7.5. *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.

ARTICLE VII. COMMITTEES

Section 1. *Committees and Other Bodies.* The Board may create and terminate committees, task forces, and other bodies necessary to carry out the work of the Corporation. Each such body shall be governed by a written charge approved by the Board and shall serve for a defined period, not to exceed 2 years, which the Board may extend by unanimous vote. This Section does not apply to the Standing Committees established in Art. VII. Sec. 3.

Section 2. *Removing Members.* Any member of a body created under Art. VII. Sec. 1, and any member of a Standing Committee except the Nominating Committee may be removed by a majority vote of the Board whenever it judges removal to be in the best interest of the Corporation. A member of the Nominating Committee may be removed by the affirmative vote of six members of the Board, excluding the Regent for Nominations, using the same “best interest” standard.

Section 3. *Standing Committees.* The Corporation shall maintain the following Standing Committees, which are not subject to the time limits in Art. VII. Sec. 1:

Section 3.1 *Nominating Committee.* The Nominating Committee is responsible for ensuring a slate of candidates required to ensure continuity of ACA leadership and support operations and submits the slate of candidates to the Board for approval. Nominating Committee members are elected and serve staggered two-year terms. No Nominating Committee members may serve more than two consecutive terms. If the Regent for Nominations/Past President is unable to serve their role (Art. VI, Sec. 6.1.5.6), the senior member of the Nominations Committee will serve as Chair, upon Board approval.

Section 3.2. Examination Development Committee. The Examination Development Committee (EDC) evaluates, monitors, and oversees regular revision of Certified Archivist examination to ensure its accuracy, comprehensiveness, and appropriateness. They support all aspects of exam development, revision of the examination, and post-exam validation.

The President appoints EDC members to three-year terms. In case the EDC membership declines to a point that renders them unable to complete their duties, the ACA President will appoint new members.

ARTICLE VIII. FISCAL AND FINANCIAL RESPONSIBILITY

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. Financial Transactions. All financial transactions, in all current methods for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer, agent, or agents of the Corporation and in the manner 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 to the credit of the Corporation in banks, trust companies or other depositories selected and approved by the Board.

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. RECORDS MANAGEMENT

Section 1. Record Keeping. The Corporation shall keep accurate 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 1.1. The Corporation will establish, maintain, and make public records management information and schedules. The Records Schedule will be reviewed on a biennial basis.

Section 2. Archives. The Board of Regents shall designate an institution to preserve the Academy's records of enduring value and make them available to members and the public as established by the records schedule and archival public access policy.

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 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 meeting has a quorum and provided that at least fifteen days' written notice is given of intention to alter, amend or repeal and to adopt new bylaws.

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 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.

Membership comment period completed: September 20, 2026

Final revision approved by Board: October 2, 2026

Approved by Membership: TBD