

VISUAL RESOURCES ASSOCIATION CONSTITUTION

Article I: NAME AND PURPOSE

Section 1. *The name of the organization is the Visual Resources Association (VRA), hereinafter referred to as the Association.*

Section 2. *The Association is a multi-disciplinary, international organization dedicated to furthering research and education in the field of media management within the educational, cultural heritage, and commercial environments. The Association is committed to providing leadership in the visual resources field, developing and advocating standards, and offering educational tools and activities, publication programs, and opportunities for the benefit of the community at large. The Association offers a forum for issues of vital concern to the field of digital and analog curation, including: preservation of and access to media documenting visual culture; cataloging and classification standards and practices; integration of technology-based instruction and research; digital humanities; intellectual property policy; visual literacy and other topics of interest to the field. Through collaboration, partnership, and outreach with the broader information management, educational, and scholarly communities, the Association actively supports the primacy of visual information in documenting and understanding humanity's shared cultural experience.*

Section 3. *The Association is incorporated as a non-profit organization established and operated exclusively for charitable and educational purposes within the meaning of Section 501(c) of the Internal Revenue Code, in order to further the objectives set forth in Article I, Section 2 of the Constitution. No part of the net earnings of the Association shall inure to the benefit of any member or other individual except as reasonable compensations for specific duties performed at the direction of the Association. The Association shall not carry on propaganda or attempt to influence legislation except as activities accessory to the pursuit of the above principal purposes for which it is organized.*

Article II: MEMBERSHIP

Membership is open to any person or institution interested in the purposes of the Association upon payment of dues specified by the Bylaws. There shall be no barriers to full participation in the organization on the basis of gender, race, creed, age, sexual orientation, national origin or disability.

Article III: OFFICES

Section 1. *The elected officers of the Association shall be the President, the President-Elect, the Vice President for Conference Arrangements, the Vice President for Conference Program, the Secretary, the Treasurer, and the Public Relations and Communications Officer, all of whom must be individual members of the Association.*

Article IV: EXECUTIVE BOARD

Section 1. *The Executive Board shall consist of the elected officers. Committee chairpersons, as provided for in Article VI of the Bylaws, may be invited to Executive Board meetings as deemed necessary by the Board.*

Section 2. *The Executive Board shall oversee the activities of the Association, provide for management of the Association's business, and appoint members of the Association to committees and appointed positions as provided for in the Bylaws. The Executive Board may contract for administrative services from an individual or a management firm. The provider of those services shall report directly to the Executive Board.*

Section 3. *A vacancy in the elected membership of the Executive Board shall be filled by Executive Board appointment. Members so appointed shall serve until the end of the term of the vacated office.*

Section 4. *A vacancy in the office of the President shall be filled in this manner: When a President-Elect has already assumed office, that person shall fill the vacancy of President. If there is no President-Elect, the Past President shall fill the vacancy of President until a new President is elected and assumes office.*

Section 5. *A majority of the elected officers shall constitute a quorum of the Executive Board.*

Article V: MEETINGS

Section 1. *The Association shall hold an annual membership meeting [interchangeably referred to as the Annual Membership Meeting or the Annual Business Meeting] at such time and place as the Executive Board shall determine. Notice of each meeting of the Association shall be announced to the membership at least thirty (30) days before the date of the meeting. Twenty-five (25) members eligible to vote shall constitute a quorum for the transaction of business.*

Section 2. *Special Meetings may be held at such times and places as the Executive Board may elect or the Association may direct.*

Article VI: PUBLICATIONS

The Association is empowered to bring to effect any report, study, bibliography, research finding, or other publication as shall further the purposes of the Association. In addition, the Association shall publish a scholarly journal (the Bulletin) that shall be distributed to all members of the Association at suitable intervals as part of the dues they have paid.

Article VII: AFFILIATIONS WITH OTHER ORGANIZATIONS

Section 1. *Affiliation or disaffiliation with other organizations shall be authorized by the Executive Board as provided below.*

Section 2. *Formal affiliation with another organization must be approved by a 2/3 majority of the ballots cast by those members eligible to vote in a process conducted in accordance with Article VIII, Sections 2-4 of the Bylaws.*

Section 3. *The Association may hold institutional membership in another organization.*

Section 4. *The President may appoint a member or members of the Association to represent the Association or to serve as liaison to another organization provided the objectives of the organization are consistent with those of the Association and the activities of the organization are not in conflict with the Association.*

Section 5. *Formal affiliation may confer the rights and privileges deemed appropriate by the Executive Board.*

Article VIII: AMENDMENT OF CONSTITUTION AND BYLAWS

Section 1. *The Constitution and Bylaws may be amended by vote of 2/3 majority of the ballots cast by those members of the Association eligible to vote on the proposal for change. Such a proposal may be made by petition of a minimum of 25 voting members filed with the Executive Board, or by a proposal originated by the Executive Board. Electronic petitioning may be authorized. The balloting of the membership shall be in accordance with Article IX, Sections 2-4 of the Bylaws. The proposed amendment shall be effective as of the date approved. Article XII of the Bylaws shall note the ratification date.*

Section 2. *The Executive Board may make editorial changes as do not change the substance or meaning of the Constitution and Bylaws. They shall take effect upon such action and shall be followed by proper publication to the membership.*

VISUAL RESOURCES ASSOCIATION BYLAWS

Article I: MEMBERSHIP

Section 1. *There shall be three classes of membership in the Association: Individual, Institutional, and Special Honorary Life membership awarded by the Executive Board.*

Section 2. *Regular Individual Membership shall be available to anyone who has completed an application form and paid the currently stipulated Individual dues. An Individual Member in good standing shall have all the privileges of membership as established by the Executive Board including the right to vote and to hold office in the Association. The Executive Board may at its discretion authorize Contributing and Patron Memberships, which shall be available to anyone eligible to hold a regular Individual or Institutional Membership who makes a monetary contribution to the Association beyond the applicable dues amount at levels determined by the Executive Board. Acknowledgement of Contributing and Patron Members shall be published annually in an official publication or venue of the Association as may be determined by the Executive Board.*

Section 3. *Reduced rate Individual Membership shall be available to any individual meeting the special needs criteria determined by the Executive board. Reduced Rate Individual Members shall have all of the privileges of membership as established by the Executive Board including the right to vote and to hold office in the Association. Reduced Rate Individual Memberships may include:*

a) Student Membership shall be for full-time students enrolled in an accredited degree program who provide appropriate documentation of current enrollment as determined by the Executive Board; an individual may hold Student Membership for no more than three consecutive years.

b) Retired Membership shall be for those individuals who have retired from the visual resources or allied field after having previously held a Regular Individual Membership, or having been a named representative for an Institutional Membership. c) The Executive Board may authorize eligibility for Reduced Rate Individual Membership to other special needs groups on a temporary or provisional basis.

Section 4. *Institutional Membership shall be available to any organization, firm, association, or other institution interested in forwarding the purposes and programs of the Association upon completion of an application form and payment of the currently stipulated Institutional Membership dues. Each Institutional Membership will include up to three named representatives, each of whom is entitled to full privileges equivalent to those of individual membership. The three named representatives may be individually eligible for regional chapter membership (subject to chapter bylaws). Additional representatives of Institutional Members will also be entitled to attend Association conferences and functions at member rates.*

Section 5. *Special Honorary Life Membership may be bestowed upon an Individual, designated representative of an Institution, Contributing or Patron member by the Executive Board in recognition of eminent distinction in any of the fields of the Association's purpose and an outstanding history of service to the Association. Special Honorary Life Members shall not be required to pay dues; they shall have all the privileges of Individual members.*

Section 6. *Membership dues shall be set by the Executive Board and shall be paid annually to the Association. The current dues schedule and eligibility criteria shall be available in one or more of the official publications and venues of the Association.*

Section 7. *The membership year is the calendar year (January 1 – December 31). If membership renewals are not paid by December 31 of each year, the membership shall cease. If a new membership is paid after October 15, the dues shall apply to the following calendar year. Only current members are eligible to receive the privileges and benefits of membership.*

Article II: PRIVILEGES OF MEMBERSHIP

All Individual Members, designated representatives of Institutional Members, and Special Honorary Life members shall have the right to vote and to hold office, shall have access to the VRA Bulletin, and shall have access to the VRA Organizational Policies and Procedures Manual, the VRA Members Directory, and other restricted access Association documents and information. Institutional Members that do not

designate representatives may neither vote nor hold elected office, but shall receive the Association's aforementioned publications and privileges.

Article III: NOMINATION AND ELECTION OF OFFICERS

Section 1. *The Executive Board shall appoint a standing Nominating Committee and its Chairperson during or before the Annual Business Meeting. The Committee shall consist of at least three and no more than five members. Current Executive Board members are not eligible to serve.*

Section 2. *The Nominating Committee shall present a minimum of one candidate for each of the following elected offices: for elections held in odd-numbered years: Vice President for Conference Arrangements, Treasurer, Public Relations and Communications Officer; for elections held in even-numbered years, President-Elect, Vice President for Conference Program, and Secretary. Any member of the Association may propose candidates to the Nominating Committee for any office for which it prepares a ballot. Self-nomination is permitted. All prospective candidates will be evaluated by the Nominating Committee.*

Section 3. *The names of the nominees shall be presented to the President during or prior to the Executive Board's mid-year meeting as part of the Nominating Committee's mid-year report. Each nomination must be accompanied by the nominee's statement of acceptance, goals and biographical data, which the Executive Board may publish or announce in an official publication and/or venue of the Association after the acceptance of the Committee's mid- year report.*

Section 4. *Officers shall be elected by ballot. Electronic balloting may be authorized. Statements of goals and biographies of the candidates shall be provided to each Association member eligible to vote (see Article I, Sections 2-5) no later than November 1 of each year, and no less than 15 days prior to the start of the election. Ballots will be accompanied by instructions for the voting procedure, specifying the beginning and ending dates for voting and the names of the election tellers. Members shall be given a maximum of 30 days to cast their ballots. Elections will conclude no later than November 30, but may be scheduled to take place at an earlier date. Two members of the Association, appointed by the Chair of the Nominating Committee, shall serve as tellers to verify the ballots simultaneously and report the election results to the President.*

Section 5. *For each office, the candidate who receives the greatest number of valid votes cast shall be elected. In the event of a tie, a notary will draw by lot the winner.*

Section 6. *All candidates shall be informed of the election results in writing by the President. After all candidates have been so informed, the names of the successful candidates shall be communicated to the membership, and shall also be published in an official publication or venue of the Association.*

ARTICLE IV: TERMS OF OFFICE

Section 1. *The President-Elect shall serve the first year after the election as President-Elect, the second and third years as President.*

Section 2. *The term of office of the Vice President for Conference Arrangements shall be two years.*

Section 3. *The term of office of the Vice President for Conference Program shall be two years.*

Section 4. *The term of office of the Secretary shall be two years.*

Section 5. *The term of office of the Treasurer shall be two years.*

Section 6. *The term of office of the Public Relations and Communications Officer shall be two years.*

Section 7. *The terms of office shall begin immediately following the close of the Annual Business Meeting of the Association.*

Section 8. *Any elected Officer who is unable for personal or other reasons to perform his or her responsibilities shall submit to the President a written letter of resignation, specifying the effective date and reasons for said resignation; or, if the President resigns, the letter of resignation shall be sent to the Secretary.*

Section 9. *By majority vote of the Executive Board, any elected Officer may be removed from office for defalcation of funds, malfeasance of office, or failure to perform duty.*

Section 10. *A vacancy in the elected membership of the Executive Board shall be filled by Executive Board appointment. Members so appointed shall serve until the end of the term of the vacated office. In the event of the inability of the President to serve, the Past-President shall temporarily act as chief executive officer in a year when there is no President-Elect, until a new President is elected and assumes office.*

ARTICLE V: DUTIES OF OFFICERS

Section 1. *The President shall be the chief executive officer of the Association. The President shall have control over the affairs of the Association, subject to the approval of the Executive Board. Upon completion of the two-year term, the President shall step down from the Executive Board, but serve immediately for one year as Past President in an advisory, honorary, non-voting role. In the event of the inability of the President to serve during a year when there is no President-Elect, the Past-President shall temporarily act as chief executive officer until a new President is elected and assumes office.*

Section 2. *The President-Elect shall perform such duties as the President may assign, and, in the event of the inability of the President to serve, shall act as chief executive officer.*

Section 3. *The Vice President for Conference Arrangements shall negotiate all on-site contracts for the Association's annual conference, coordinate all local arrangements and special events, and will work in conjunction with the local arrangements committee and the Vice President for Conference Program to implement the annual conference.*

Section 4. *The Vice President for Conference Program shall coordinate the development of the entire program of sessions, seminars, and workshops to be held at the Association's annual conference, and will work in conjunction with the local arrangements committee and the Vice President for Conference Arrangements to implement the annual conference.*

Section 5. *The Secretary shall be responsible for keeping the official minutes of the Association's annual membership meeting, the official minutes of the Executive Board meetings, and updates to the VRA Organizational Policies and Procedures Manual. This officer shall also be responsible for collecting and distributing reports for the Executive Board meetings, for overseeing registration for the Association's annual conference, and for handling any correspondence required. In addition the Secretary shall oversee elections for Association Officers, and shall act as teller for balloting for proposals of affiliation and/or amendments to the Constitution and Bylaws.*

Section 6. *The Treasurer shall be responsible for the financial accounts of the Association, including sales, income, and expenditures. The Treasurer shall provide appropriate oversight for contracted service providers, including the Accountant, Bookkeeper, and Membership Services Coordinator. In an official publication or venue of the Association, the Treasurer shall present a financial statement for the previous fiscal year. The Treasurer shall cooperate with a partial audit that will be done every two years, and with a full independent audit as stipulated by the Executive Board in order to assure fiscal responsibility.*

Section 7. *The Public Relations and Communications Officer shall be responsible for overseeing Association publications, facilitating communication within the organization, and developing and maintaining the Association's public relations program.*

Section 8. *All officers must submit written annual and mid-year reports for review by the Executive Board. Annual reports should summarize the officer's activities for the entire year, and will, upon approval by the Executive Board, be made available to the membership in an official publication or venue of the Association.*

ARTICLE VI: STANDING COMMITTEES, ADVISORY GROUPS, AND BOARD APPOINTMENTS

Section 1. *The Executive Board shall authorize standing committees as needed.*

Section 2. *The Executive Board shall appoint committee chairs for specified terms, normally for two years, from the voting membership of the Association. All committee appointments shall begin at the close of the Annual Business Meeting. The President of the Association is a nonvoting ex-officio member of all committees of the Association. The President may appoint a member of the Executive Board as a liaison to any standing committee.*

Section 3. *The Executive Board shall have the option of appointing one or more Advisory Groups not to exceed six members, a majority of whom must be Association members. The purpose of this Group, or Groups, is to advise the Executive Board on policy in a specific area of interest to the Association whether at the request of the Executive Board or on the Group's own initiative. No Advisory*

Group will have direct authority over organizational assets. The criteria for appointment to an Advisory Group, and the length of terms, shall be determined by the Executive Board.

Section 4. *The Executive Board shall have the authority to appoint individual members of the Association to serve as Board Appointees in performing specific duties and responsibilities, including, but not limited to, the Archivist, VRA Bulletin Editor, the Images Editor, the Web Site Editor, the Communications Technology Advisor, the Social Networking Contributor, the Web Technology Coordinator, and other such positions as the Executive Board may deem appropriate. The duration of such Board Appointments is normally for two years, but may be adjusted or renewed at the discretion of the Executive Board.*

Section 5. *Each standing committee, Advisory Group, and Board Appointee shall, at a time and in a manner prescribed by the Association Secretary, submit a written annual report for review by the Executive Board. Annual reports should summarize the activities of the committee, Group, or Appointee for the entire year, and will, upon approval by the Executive Board, be made available to the membership in an official publication or venue of the Association.*

Each standing committee and Task Force will also submit a Mid-Year report for confidential review by the Executive Board. Any Advisory Group or Board Appointee may be requested by the Association Secretary to provide a Mid-Year report for confidential review by the Executive Board. Any standing committee, Advisory Group, or Board Appointee wishing to make a budget request or propose an item for Executive Board action must submit a written request for same at the time and in the manner prescribed by the Association Secretary for submission of Mid-Year reports.

Section 6. *No member of a standing committee or Advisory Group, Task Force, or Board appointee, or any designated representative or liaison to another organization, shall incur expenses on behalf of the Association except as previously authorized by the Executive Board.*

Section 7. *The Executive Board shall authorize the dissolution of a committee, Advisory Group, or appointed position when in the opinion of the Executive Board its usefulness has ceased. This decision and the reasons for dissolution shall be reported to the membership.*

Section 8. *By majority vote of the Executive Board, any member or chair of a standing committee or advisory group, or any Board Appointee, may be removed from office for defalcation of funds, malfeasance of office, or failure to perform duty. The Executive Board may at its discretion appoint another member of the Association to fill the vacated position.*

ARTICLE VII: AD HOC COMMITTEES AND TASK FORCES

Section 1. *The Executive Board shall authorize ad hoc committees and Task Forces as needed to execute projects or accomplish specific tasks within a limited time span.*

Section 2. *The Executive Board shall appoint chairs and members of ad hoc committees and Task Forces from the voting membership of the Association, for terms of service that will be determined by the nature and scope of the project or task addressed.*

Section 3. *An ad hoc committee or Task Force will normally conclude its existence upon the completion of its designated project or task. It will typically submit to the Executive Board a final report on its work, which may at the Board's discretion be published in an official publication or venue of the Association. Following the acceptance of this report, the ad hoc committee or Task Force will be discharged by the Executive Board.*

ARTICLE VIII: CHAPTERS

Section 1. *The Association shall recognize as chapters such bodies as make written application to the Executive Board and are determined by the Executive Board to be in consonance with the purposes of the Association and to meet the requirement for eligibility as specified below.*

Section 2. *Members of the Association who reside or work in a geographical area defined in their petition may apply to the Executive Board for charter approval. Upon approval, a newly defined chapter shall submit a statement of rules or bylaws in consonance with the Constitution and Bylaws of the Association within a period specified by the Executive Board.*

Section 3. *The officers of the chapter shall comprise not fewer than two, a chairperson and a secretary/treasurer.*

Section 4. *Each chapter shall submit a written annual report for review by the Executive Board. Annual reports should include the names of chapter officers and members, and should summarize the activities of the chapter for the entire year. These reports will, upon approval by the Executive Board, be made available to the membership in an official publication or venue of the Association. Any Chapter may be requested by the Association Secretary to provide a Mid-Year report for confidential review by the Executive Board. Any Chapter wishing to make a budget request or propose an item for Executive Board action must submit a written request for same at the time and in the manner prescribed by the Association Secretary for submission of mid-year reports.*

Section 5. *Membership in a chapter is conditional upon membership in the Association.*

Section 6. *A chapter may request funds for special projects from the Executive Board. All funds received by a chapter shall be used exclusively for purposes incident to the fulfillment of the objectives of the Association.*

Section 7. *The Executive Board shall have the authority to suspend, or place in inactive status, any chapter at the request of its membership; or, to suspend, or place in inactive status, any chapter unable to comply with its own bylaws. An inactive chapter shall be exempt from regular meeting and reporting requirements.*

Section 8. *The Executive Board shall authorize the dissolution of a chapter when in the opinion of the Executive Board its usefulness has ceased. This decision and reasons for the dissolution shall be reported to the membership.*

ARTICLE IX: VOTING ON AFFILIATIONS AND AMENDMENTS

Section 1. *When the Executive Board determines that a proposed affiliation, proposed individual amendments to the Constitution or Bylaws, or major revisions of the Constitution or Bylaws shall be submitted to the membership, the voting procedures are as follows.*

Section 2. *The text of the proposed affiliation, proposed amendment, or proposed revision with a brief summation of the issues involved shall be provided to all members of the Association through an official publication or venue of the Association no less than 15 days prior to the start of the period of time designated for voting.*

Section 3. *Voting on affiliations, amendments, and Constitution and Bylaws revisions shall be by ballot. Electronic balloting may be authorized. The complete text of any measure to be voted on shall be provided to each Association member eligible to vote no less than 15 days prior to the start of the period of time designated for voting. Ballots will be accompanied by instructions for the voting procedure. At least 30 days must be allowed for balloting. The Association's Secretary will serve as teller.*

Section 4. *Approval by 2/3 of the valid votes cast shall be necessary to approve affiliation, or to amend or revise the Constitution and Bylaws. The results shall be reported to the President and published in an official publication or venue of the Association.*

Section 5. *The Constitution and Bylaws shall be reviewed at least every five years or more frequently at the discretion of the Executive Board.*

ARTICLE X: PARLIAMENTARY PROCEDURE

Roberts Rules of Order Newly Revised, in the latest edition, shall govern the Association in all cases to which it can be applied and in which it is not inconsistent with the Constitution and Bylaws, or any special rules of order of the Association.

ARTICLE XI: DISSOLUTION OF THE ASSOCIATION

Section 1. *In the event of dissolution of the Association, its assets shall be applied and distributed as follows:*

A. All just liabilities and obligations of the Association shall be paid, satisfied, and discharged or adequate provisions shall be made therefore.

B. All other assets shall be transferred or conveyed, pursuant to a plan of distribution adopted by the Executive Board to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the

dissolving corporation and declared by the Internal Revenue Service to be exempt from the payment of federal income tax.

C. If the Executive Board is unable to ascertain any domestic or foreign corporation, society or organization which meets the requirements of the preceding paragraph, then all assets referred to in that paragraph shall be transferred or conveyed, pursuant to a plan of distribution adopted by the Executive Board to one or more domestic or foreign corporations, societies, or organizations otherwise active in the field of visual resources and which have been declared by the Internal Revenue Service to be exempt from payment of federal income tax as organized and operated exclusively for charitable, scientific, literary or educational purposes.

ARTICLE XII: EFFECTIVE DATE

This Constitution and Bylaws shall become effective immediately upon approval by the membership.

- Ratified by the membership on April 15, 1983.
- Accepted by the Executive Committee on April 16, 1983.
- Submitted for revision by the Executive Board on August 1, 1992.
- Ratified by the membership and accepted by the Executive Board on June 1, 1993.
- Submitted for revision by the Executive Board on August 1, 1995.
- Ratified by the membership and accepted by the Executive Board on February 22, 1996.
- Submitted for revision by the Executive Board on July 1, 1996
- Ratified by the membership and accepted by the Executive Board on February 12, 1997.
- Submitted for revision by the Executive Board on May 26, 2000
- Ratified by the membership and accepted by the Executive Board on January 31, 2001.
- Submitted for revision by the Executive Board on May 16, 2003
- Ratified by the membership and accepted by the Executive Board on June 30, 2003.
- Submitted for revision by the Executive Board on September 7, 2004.
- Ratified by the membership and accepted by the Executive Board on January 12, 2005.
- Editorial changes approved by the Executive Board by vote on March 31, 2007.
- Revisions ratified by the membership and accepted by the Executive Board on November 11, 2009.
- Revisions ratified by the membership and accepted by the Executive Board on October 26, 2010.
- Revisions ratified by the membership and accepted by the Executive Board on December 11, 2012.