Visual Resources Association Constitution

{VOTE #1: Amendment to VRA Constitution, Article VII}

[New] Article VII: RELATIONS WITH THE VISUAL RESOURCES ASSOCIATION FOUNDATION

Section 1. The Visual Resources Association Foundation is an independent organization, originally established by the Visual Resources Association to strengthen the visual resources field by increasing public and professional awareness of visual information management, while advocating for the value of images and visual media in the teaching and learning environment and providing educational and training opportunities in support of broad access to cultural information in the digital age.

Section 2. The Association and the Foundation are separate legal entities. All governance and finances of each organization shall be administered separately by the respective Boards of each organization.

Section 3. Relations between the Visual Resources Association and the Visual Resources Association Foundation shall be governed by a Memorandum of Understanding approved by majority vote of both the Association’s Executive Board and the Foundation’s Board of Directors.

Section 4. In alternating years, four (4) of the seven (7) Visual Resources Association Foundation Directors shall be elected by a majority vote of the Visual Resources Association’s Executive Board. The remaining three (3) Directors shall be elected according to the procedures set forth in the Visual Resources Association Foundation’s Bylaws.

Explanation of proposed change/addition: Although the Visual Resources Association Foundation has been in existence since 2007, it has not hitherto been mentioned in the VRA’s founding documents. This new section clarifies the relationship between the VRA and the VRAF.

[NOTE: If this amendment is approved by vote of the membership, the current Article VII of the Constitution will be renumbered Article VIII, and the current Article VIII will be renumbered Article IX. Other than this renumbering, there is no change to the texts of these two Articles.]
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.

Added Section 4. If an approved candidate resigns his or her candidacy prior to an election, and if the resigning candidate is the sole candidate for a given office in that election, the Nominating Committee will select a replacement candidate, subject to approval by the Executive Board.

Explanation of proposed change/addition: In recent elections, the Nominating Committee has only put forward a single candidate for some elected offices. This new section gives the Committee the authority to replace a candidate who withdraws his or her candidacy after the Executive Board’s mid-year meeting (usually late July or early August), but before the mandatory announcement of the election to the voting membership (which must be on or before October 15 prior to the election), if the withdrawing candidate is the only person on the ballot for a given office.

Section 5. 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 6.** 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 7.** 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.

*{VOTE #3: Amendment to VRA Bylaws, Article V}*

**ARTICLE V: DUTIES OF OFFICERS**

**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.

*Proposed replacement 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 periodic full or partial independent audit as stipulated by the Executive Board in order to assure fiscal responsibility.

Explanation of proposed change/addition: The current language remains in place from a time when the Treasurer worked with a paper ledger and checkbook. The requirement that an audit be performed every two years was related to each Treasurer’s term of office, to ensure that proper procedures had been followed. Now that our financial transactions are handled through online banking and bookkeeping tools, our accounts are reconciled monthly by a professional bookkeeper (employed by the Association as an independent contractor), and oversight performed by a certified public accountant (also an independent contractor), there is less need for frequent audits, which are increasingly time-consuming and expensive to perform. The proposed language change still gives the Executive Board authority to order a full or partial audit, and requires the Treasurer’s cooperation on this, but gives the Board flexibility to order an audit when it deems that this is in the best interests of the Association.