

# Society of Ohio Archivists Constitution

Approved May 20, 2016

## **Name**

1. The name of this organization shall be the Society of Ohio Archivists, incorporated as a non-profit organization under the laws of the State of Ohio.

## **Purposes of the Society**

2. The Society of Ohio Archivists is established to provide a means for individuals employed in archives and manuscript repositories in the State to work together to promote the appreciation and preservation of the manuscripts and archival resources of the State; to make such collections more generally useful by encouraging and supporting the publication of finding aids; to improve standards of professional competence in the State's archival repositories; to pursue fruitful cooperation with professionals in related disciplines such as historians and librarians; and to coordinate activities in the field in the State by exchange of information concerning collections and consultations on fields of collecting interest.

## **Membership**

3. Individual memberships shall be open to any interested person.
4. Institutional membership shall be open to organizations supporting the work of the Society.
5. Membership in the society shall consist of the following five categories: (a) annual, (b) student, (c) institutional, (d) patron, or (e) sponsor. Institutional members shall be non-voting.

## **Officers and Government**

6. The officers of the Society shall be president, vice president, secretary, and treasurer. The president and vice president shall be elected for terms of two years at the same meeting. The secretary and treasurer shall be elected at alternate meetings for terms of two years. The immediate past president may serve on Council in ex officio (non-voting) status for a period of two years immediately following his/her term of office. The president and vice president shall not serve consecutive terms. In case of a vacancy in the presidency, the vice president shall assume that office and hold it for the remainder of the term. If either the vice president or president positions need to be filled anytime during the term due to resignation, the successor may run for another term of the office held immediately following the first term, if he/she so desires. The secretary and the treasurer may serve unlimited terms.
7. The government of the Society, the management of its affairs, and the regulation of its procedures, except as otherwise provided in this

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constitution, shall be vested in a council composed of the four officers and four members elected by the Society, and by the managing editor of The Ohio Archivist, who shall serve as an ex-officio (non-voting) member of the council. The president shall vote in council only to break a tie. Two members of the council shall be elected at each annual business meeting for a term of two years. The four elected members of the council shall be ineligible for immediate re-election. The managing editor of The Ohio Archivist shall be appointed by the council.

8. If a vacancy shall occur in any of the offices except that of president, or in the council, it may be filled by a majority vote of the council, and the person designated shall hold the position for the unexpired term of the person vacating it.
9. The council shall be responsible for the funds of the Society, establishing appropriate procedures for accounting and auditing of such funds.
10. The Society shall hold an annual meeting at such time as the council may determine and additional meetings as seem desirable. Members shall be notified at least 30 days before the date of the meeting. Twenty-five members shall constitute a quorum for the transaction of business.
11. The president shall call Council meetings at convenient intervals, and notify Council members at least 15 days before the date of the meeting. Four members shall constitute a quorum for the transaction of business.

Special deliberations of Council between official Council meetings may be held by electronic means (such as e-mail or other Internet communication systems) to vote upon a particular issue brought before Council for a decision. These deliberations are subject to the following:

- A majority of the Council members shall have access to the appropriate electronic media, as verified by their response to a call for any particular deliberation. This majority shall constitute the quorum for the deliberation and, once established, shall be present until the deliberation is adjourned.
- The technology used for the electronic deliberations shall allow the members full access to and full participation in all deliberation transactions either continuously or intermittently throughout the specified time of the deliberation.
- The affirmative vote of a majority of the quorum shall be the minimum vote requirement for the adoption of any motion.
- The secretary shall ensure that any special deliberations of Council

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are reflected in the next minutes.

12. The records of officers or chairpersons of committees shall be transferred to the secretary for custody as their terms expire. The secretary shall serve as archivist of the Society, selecting and preserving records of historic interest. A depository may be selected to take custody of such records.

## **Dissolution**

13. Upon dissolution of the Society of Ohio Archivists, its assets and all property and interests of which it shall then be possessed, including any device, bequest, gift, or grant contained in any will or other instrument, in trust or otherwise, made before or after such dissolution, shall pass as decided by vote of the membership at that time. It being specifically understood that the assets cannot upon dissolution be distributed to its members or shareholders but must be transferred for an exempt purpose or to another organization meeting the test set forth upon present Internal Revenue Code #501 (3).

## **Bylaws**

14. The council is authorized to adopt such bylaws as needed to regularize the administrative practices of the Society. The current version of the bylaws shall be posted on the SOA website. All or any part of the bylaws shall be subject to a change by a majority of those attending the annual business meeting.

## **Amendments**

15. Amendments to this constitution shall be proposed in writing by five members and filed with the president. Members shall be notified of the proposed amendments with the notice of the annual meeting. If approved by the council, a majority vote of the members present at the annual meeting shall be sufficient for adoption; otherwise a two-thirds vote of the members present at the annual general meeting shall be required.

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## **Duties of the Officers**

1. The president shall direct and coordinate the affairs of the Society. He/she shall preside at all business meetings of the Society and of the council and shall perform such duties as may be directed by the council.
2. The vice president shall perform the duties of the president in case the president is absent or incapacitated, and shall serve as representative of the council in helping the host institutions with arrangements for the meetings.
3. The treasurer shall follow the budget presented by the president and approved by the council, shall have custody of all monies belonging to the Society and pay them out only upon the authority of the council, shall collect the membership dues, and shall keep an accurate list of all members. At the annual meeting the treasurer shall present a financial report, and make a report on the membership status of the Society.
4. The secretary shall take minutes at council meetings and at the annual business meeting. The secretary shall send the Council approved minutes to the SOA website and the managing editor of the Ohio Archivist.

## **Election of Officers**

5. At each annual meeting council shall appoint a nominating committee consisting of one council member (who shall serve as chair) and two additional members of the Society who are not on council. The nominating committee shall submit to council no later than January 31 a recommended slate of nominees for election to office at the next annual meeting. No member of the nominating committee shall be included on the proposed slate. All nominees shall be members of the Society. Nominations shall be structured so that no institution can have more than two representatives on council at the same time. When a single institution does have two representatives, no more than one of them can be an officer. Additional nominees may be made from the floor by any member of the Society and a majority of votes cast by members present shall be necessary for election of officers. Officers shall assume their duties at the conclusion of the meeting at which they were elected.

## **Committees**

6. Standing committees shall be created as required by vote of the council. The president shall appoint the chair of each standing committee for a renewable two-year term; the appointments to be confirmed by a majority of the council.

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## **Dues Structure**

7. Dues shall be structured according to membership categories.
8. Dues shall be set by council, with revision subject to the advice and consent of the membership at the annual meeting.

## **Parliamentary Procedures**

9. Robert's Rules of Order shall govern the proceedings of the Society except as otherwise provided for in the constitution or bylaws of the Society.