

Society of Ohio Archivists

Constitution and Bylaws

Updated May 2025

Constitution

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) Membership in the society shall consist of the following four categories: (a) annual, (b) student, (c) patron, or (d) sponsor.

Officers and Government

- 5) The officers of the Society shall be president, vice president/president-elect, secretary, and treasurer. The officers shall be elected by the general membership. The president will serve a one-year term after serving a one-year term as Vice-President/President-Elect. The vice president/president elect shall be elected for a term of one year and become president at the completion of that year. 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 one year immediately following their 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 they so desire.

- 6) The government of the Society, the management of its affairs, and the regulation of its procedures, except as otherwise provided in this constitution, shall be vested in a Council composed of the four officers (President, Vice President/President-Elect, Treasurer, and Secretary), two at-large Council members, and the two co-chairs for the Justice, Equity, Diversity, Accessibility, and Inclusion (JEDAI) Committee. All voting members of the Council shall be elected by the general membership, and each committee with voting privileges is limited to two co-chair positions. Additionally, the managing editor of *The Ohio Archivist* and all appointed committee co-chairs will serve as *ex-officio* (non-voting) members of the Council. The president shall vote in Council only to break a

tie. One Council member and one co-chair for the JEDAI Committee shall be elected at each annual business meeting for a term of two years. No individual shall serve in an elected position with voting privileges for more than six consecutive years. If needed, Council may call for one or more special elections, to be held electronically, throughout the year. The managing editor of The Ohio Archivist shall be appointed by the Council.

- 7) If a vacancy shall occur in any of the elected member positions of SOA Council except that of president, an election shall be held to fill the vacancy. A special election should be conducted if such a vacancy occurs at least 120 days prior to the next annual election. Until the vacant position is filled, other elected SOA Council members should take on operational responsibilities of the vacated position as needed for the efficient running of the organization.
- 8) The Council shall be responsible for the funds of the Society, establishing appropriate procedures for accounting and auditing of such funds.
- 9) 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, at the annual business meeting.
- 10) The president shall call Council meetings at convenient intervals, and notify Council members at least 15 days before the date of the meeting. Half of the total Leadership members with voting privileges shall constitute a quorum for the transaction of business at Council meetings.

In compliance with Ohio Revised Code Section 1702.25 (effective August 19, 2005), SOA Council may take actions in between meetings if there is unanimous approval from all current voting members of SOA Council and if approval is granted through written documentation. Written approval can be recorded either through a physical or electronic means (including email). Appropriate documentation for any actions taken in between meetings will be filed with the minutes of the subsequent meeting.

- 11) 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 at The Ohio State University Archives.

Dissolution

- 12) 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

- 13) 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

- 14) 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.

Bylaws

Duties of the Officers

1. The president shall direct and coordinate the affairs of the Society. They 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/president-elect 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 responsibility for all monies belonging to the Society and pay them out only upon the authority of the council, shall manage 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 the past-president (who shall serve as chair) and two additional members (who shall serve for a two-year term) of the Society who are not on council. The nominating committee shall submit to council no later than March 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 voting members-on council at the same time. 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.
6. Should the nominating committee be unable to field a candidate for any committee co-chair position that has voting privileges, the President, with confirmation by a majority of the Council, may appoint an interim co-chair as an ex officio (non-voting) member of the Council. The interim co-chair will serve in the position until the position can reasonably be filled through either a special election or the SOA annual election.

7. For all contested elections, the candidates who receive the largest number of votes in their respective races shall be elected. In the event of a tie, a runoff election shall be held. If a second tie should occur during the runoff election, the election contest will then move to a vote from SOA Council.

Removal of Officers

8. Any SOA officer failing to fulfill the duties of their respective office, as provided in the constitution and bylaws, may be removed by two-thirds vote of the voting members of the Council, or by a majority of members present and voting at the annual business meeting.

The officer in question should be contacted in writing by the SOA President, or in the case of the SOA President being the officer in question by the SOA Vice-President. Upon sending the notice, the officer in question will have fourteen days to address the stated concerns, during which time no further Council action shall be taken. If after fourteen days the President/Vice-President decides to proceed with the removal process, written notice of the proposed removal must be distributed to all Council members at least thirty days prior to a vote for officer removal. The officer in question must be allowed opportunities to speak to the proposed removal both in written communications and at the meeting where the removal vote is scheduled to take place.

Committees

9. Standing committees shall be created as required by vote of the council. Committees without voting privileges shall have two co-chairs appointed by the President and confirmed by a majority of the Council. Each of these committee co-chairs will serve a two-year term that is staggered with the other committee's co-chair.

Dues Structure

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

Parliamentary Procedures

12. 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.