



# **By-Laws of Northwest Archivists, Incorporated**

Updated February 28<sup>th</sup>, 2019

Northwest Archivists, Inc. 2019

## Document History

Date	Change
2005	Approved
2014-05-31	Amended Article I. Section 3., Article II. Section 2. & 4., and Article VI. Section 1. & 2.
2019-02-28	Amended Article II. Section 5; Article III. Section, 1, 2, 3; Article III. Section 4; Article IV. Section 1, 7, 8; Article V. Section 3.

## **Article I. Name, Membership, and Dues**

*Section 1.* The name of this organization is Northwest Archivists, Incorporated. Northwest Archivists, Incorporated is incorporated as a non-profit organization under the laws of the state of Idaho.

*Section 2.* Any person interested in the preservation and use of archival materials who applies for membership and who pays the necessary dues shall become a member of Northwest Archivists, Incorporated.

*Section 3.* Annual dues shall be voted on remotely through email, electronic survey, or paper ballot. An affirmative vote of two-thirds of total respondents to a remote balloting will constitute passage, provided a quorum of the total membership is achieved.

## **Article II. Annual Meetings: Schedule, Quorum, and Agenda**

*Section 1.* Northwest Archivists, Incorporated will hold at least one meeting a year to transact any business brought before the meeting and to provide a program of general interest. The meeting date will be determined by the Executive Board.

*Section 2.* Special meetings may be called by the President, with the consent of a majority of the Executive Board, or at the written request of twenty five percent (25%) of the membership of Northwest Archivists, Incorporated.

*Section 3.* The membership must be notified at least ninety days in advance of an annual meeting and thirty days in advance of a special meeting.

*Section 4.* Twenty five percent (25%) of the Northwest Archivists, Incorporated membership will constitute a quorum. If a remote ballot fails to achieve a quorum, the Board may elect to extend the voting period until a quorum is achieved.

*Section 5.* The Executive Board will meet as directed by the President. Five voting members of the Executive Board, one of whom must be the President or Vice-President, will constitute a quorum.

## **Article III. Terms of Office, Elections, and Duties of the Officers and Directors**

*Section 1.* The government of the corporation shall be vested in an Executive Board composed of the four elected officers, the immediate Past President, and five directors. The five directors shall be elected, based upon regional representation, one each from the states of Alaska, Idaho, Montana, Oregon, and Washington, for terms of two years with two being elected in one year and three being elected the following year.

*Section 2.* The officers will be a President, a Vice-President, a Secretary, and a Treasurer. The Vice-President shall serve as President-Elect of the corporation and shall automatically become President at the adjournment of the annual meeting the year following his or her election.

*Section 3.* The terms of office of the President and Vice-President shall be one year and of the office of the Secretary and the Treasurer shall be two years. The Secretary and the Treasurer positions are elected in alternate years. The President, Vice-President, and Secretary shall assume their duties and receive their predecessors' files at the adjournment of the annual meeting at which they are elected. The Treasurer shall assume his/her duties and receive his/her predecessor's files at the end of the fiscal year immediately following the annual meeting at which he/she is elected.

*Section 4.* Candidates for officers and directors, as selected by the Nominating Committee, shall be elected by a majority of members returning votes by remote ballot prior to the annual meeting. The new officers will be announced and introduced at the annual meeting.

*Section 5.* In the event of a tie vote, the Nominating Committee shall offer a second ballot containing only the names of the tied nominees within fifteen (15) days of the first tally. These ballots shall be returned to the Nominating Committee within fifteen (15) days.

*Section 6.* The President shall have executive supervision over the corporation within the scope provided by these by-laws, shall preside at all meetings, and shall report annually on the activities of the corporation. The President shall appoint committee chairs, the Membership Coordinator, and delegates not otherwise provided for in the by-laws.

*Section 7.* The Vice-President shall serve as President in the absence, incapacity, or resignation of the President, and shall hold the office for the remainder of the unexpired term, whereupon the Vice-President shall commence the term as President as designated by the by-laws.

*Section 8.* The Secretary shall keep the minutes of meetings of the corporation and of the Executive Board.

*Section 9.* The Treasurer shall render an annual financial report to the President and Membership and shall be responsible for the safekeeping of corporation funds, for maintaining adequate financial records, and shall deposit all corporation funds with a reliable banking company in the name of the corporation.

*Section 10.* The Executive Board shall conduct all affairs of the corporation and shall decide questions of policy that for any reason cannot be acted upon at a meeting of the corporation. In the case of a tie vote of the Board, the matter shall be resolved by a vote of the membership of Northwest Archivists at its next meeting. The Executive Board shall perform such other functions as designated in the by-laws or otherwise assigned to it by the President or by the membership in annual meeting. Directors shall serve as liaison with national, state, and regional institutions and organizations as assigned by the President, and shall undertake special projects as determined by the Executive Board.

*Section 11.* If a vacancy should occur in any of the offices except President, the office shall be filled by a majority vote of the Executive Board. The person so designated shall hold the position for the unexpired term.

*Section 12.* The Membership Coordinator shall maintain records of the Northwest Archivist membership and distribute annual membership renewal notices.

#### **Article IV. Committees**

*Section 1.* The standing committees shall consist of a Nominating Committee, a Program Committee, a Local Arrangements Committee, a Communications Committee, and a Professional Development and Continuing Education Committee. Other ad hoc committees and task forces may be formed as the Executive Board deems necessary.

*Section 2.* All committee chairs, except the chair of the Nominating Committee, shall be appointed by the President for one-year terms.

*Section 3.* The rules of operation of the standing committees shall be determined by the chair of the respective committees.

*Section 4.* The chair of the Nominating Committee shall appoint the committee members based upon regional representation. The immediate Past President shall serve as chair of the Nominating Committee, and shall appoint two committee members provided that they are from different states and neither is from the same state as the chair. No member of the Nominating Committee shall be appointed from among the members of the Executive Board. The Nominating Committee shall consider candidates for the offices of Vice-President, Secretary, Treasurer, and directors of the Executive Board. Candidates currently must be members of Northwest Archivists, Incorporated. The recommendations of the Nominating Committee shall be formally reported to the membership at least thirty (30) days preceding the annual meeting. Recommendations may go out as part of the vote by mail ballots or as a separate mailing. The Nominating Committee shall nominate at least one candidate for each office. The Nominating Committee shall solicit nomination advice from the membership prior to selecting the final slate of candidates.

*Section 5.* The chair of the Program Committee shall appoint and direct a committee to plan and arrange the program for the annual meeting of Northwest Archivists, Incorporated.

*Section 6.* The chair of the Local Arrangements Committee shall appoint and direct a committee to plan and make host arrangements for the annual meeting of Northwest Archivists, Incorporated.

*Section 7.* The chair of the Communications Committee shall appoint all Committee members except that the editor of the blog, the official newsletter for Northwest Archivists, Incorporated, shall also serve on the Committee. The Communications Committee shall be responsible for overseeing all publications, whether hardcopy or

electronic, of Northwest Archivists Incorporated. These publications include the blog, the corporation's website, the membership directory, and any other publications deemed suitable and necessary by the officers and directors of the corporation.

Section 8. The chair of the Professional Development and Continuing Education Committee shall appoint and direct the committee to develop and manage professional development activities in conjunction with or on behalf of the members. The committee shall appoint members to advertise, select, and present scholarships and professional development awards and to honor members of the Northwest Archivist, Incorporated, as approved by the membership.

#### **Article V. Records**

*Section 1.* The records of each office of Northwest Archivists, Incorporated shall be maintained as current for two terms of office, unless otherwise required by law. All current records shall be transferred to the respective incoming officers at the adjournment of the annual business meeting - excepting the records of the Treasurer which shall be transferred at the end of the fiscal year.

*Section 2.* When records of officers, directors, and committees are no longer deemed current, those records shall be sent to the permanent depository, determined by the Executive Board, in accordance with an approved records retention and destruction schedule.

*Section 3.* The fiscal year of the Northwest Archivists, Incorporated shall be January 1 through December 31.

#### **Article VI. Amendments to By-Laws**

*Section 1.* Amendments to these NWA by-laws must be proposed and filed with the Secretary at least 30 days prior to a vote being taken. Votes will be taken by remote ballot. The Secretary or another designated board member shall notify the individual members of proposed amendments by email, or by postal mail if requested by a member. Respondents will have 30 days to vote on proposed amendments. Members may request to be provided paper ballots in lieu of casting an electronic vote, in which case such ballots must be postmarked by the voting deadline.

*Section 2.* Amendments to the by-laws will be voted on remotely through email, electronic survey, or paper ballot. An affirmative vote of two-thirds of total respondents to a remote balloting will constitute passage, provided a quorum of the total membership is achieved.

#### **Article VII. Dissolution**

*Section 1.* In the event of the dissolution of Northwest Archivists, Incorporated, its assets and records shall be turned over to the Executive Director of the Society of American Archivists.

*Revised: February 28<sup>th</sup>, 2019*