

Bylaws

Adapted from Bylaws revised and approved by the membership, May 1992, presented to the membership for approval February 1993, and approved by written ballot, March 1993; amended by membership April 1996; amended by membership April 1997; amended by membership April 2006; amended by membership April 2013; amended by membership vote, May 2015.

I. NAME

The name of this organization shall be the Society of California Archivists, Inc.

II. OBJECTIVES

The Society of California Archivists, Inc. exists to support and develop the education of those who collect, care for, and provide access to the documentary heritage of California and adjoining areas and to encourage public interest in and public support for archival facilities in public and private institutions. To this end the Corporation shall:

- 1) act as a vehicle for dissemination of information about archival collections, issues, and methodology to the profession and the public;
- 2) provide a forum for the discussion of matters related to the creation, preservation, and use of historical documents;
- 3) develop, offer, and support archival education programs;
- 4) cooperate with individuals and other organizations on matters of common concern; and
- 5) advocate the identification, collection, preservation, use and appreciation of historical records and manuscripts.

III. MEMBERSHIP AND DUES

1. There shall be two classes of membership: individual and institutional.
2. Individual membership shall be open to any interested person in California or elsewhere who has paid all current dues. There shall be three levels of dues: Individual, Sponsoring Individual, and Student/Retiree Individual.
3. Institutional membership shall be open to any public or private institution in California or elsewhere which employs or has affiliated with it individuals interested in the purposes

of the corporation. The institution may designate two individuals to participate in the affairs of the corporation and such individuals shall have the same rights, privileges, and preferences and be subject to the same restrictions and conditions as individual members except that in meetings of the members or on ballots only one vote may be cast on behalf of the institutional member.

4. Annual dues for each class of membership shall be determined by the Board of Directors from time to time subject to ratification by a majority of the members voting.

5. Notice of proposed changes in dues shall be circulated to the membership at least thirty (30) days prior to a vote.

IV. OFFICERS AND GOVERNMENT

1. Officers:

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

2. Duties of Officers:

The duties of the above named officers shall be those usually associated with these positions and as enumerated in the parliamentary authority except when defined otherwise in these Bylaws. The Vice President shall audit the books of the Corporation within three months of the close of the fiscal year and present a formal report at the next meeting of the Board of Directors.

3. Election of officers and terms of office:

The officers of the Corporation shall be elected by annual ballot distributed to members no less than 45 days and no more than 90 days prior to the annual business meeting. Completed ballots are to be submitted and results reported at least 15 days prior to the annual business meeting. Members must be provided no less than 15 days in which to submit their completed ballot. The nominee receiving a plurality of the legal votes cast for an office shall be elected to that position. The Vice President shall be the President elect. The President and Vice President shall each serve a single term of one year in each office, beginning thirty (30) days after the annual business meeting, the Vice President succeeding as President at the end of one year. A Vice President shall be elected every year.

The Secretary and Treasurer shall be elected for staggered terms of two years, (Secretary in odd numbered years, Treasurer in even-numbered years) beginning thirty (30) days after the annual business meeting. Each shall serve until his or her successor is elected, and said officers shall be eligible to succeed themselves.

In the event of a vacancy in the position of Vice President or Secretary or Treasurer, the President shall appoint the candidate for that position who received the next highest votes in the last election. That person is to serve as a replacement until the next election. If that candidate is unable to serve, the President, with the approval of the Board of Directors, shall appoint another member to serve the remainder of the unexpired term.

4. Board of Directors:

The government of the Corporation, the management of its affairs, and the regulation of its procedures shall be vested in a Board of Directors composed of the four officers, the immediate past President, and three other directors elected by the membership. The Board of Directors shall act for the membership between meetings of the general membership.

A meeting of the Board of Directors shall be held within ninety (90) days of their taking office; At least two other meetings of the Board of Directors shall be held during the year before the next annual business meeting.

5. Election of directors and terms of office:

Directors shall be elected by ballot distributed to members no less than 45 days and no more than 90 days prior to the annual business meeting. Completed ballots are to be submitted, and results reported, at least 15 days prior to the annual business meeting. Members must be provided no less than 15 days in which to submit their completed ballot. Directors shall be elected for terms of two years. Alternately two directors shall be elected in odd-numbered years and one director in even-numbered years. Beginning with the 1995 election, one director shall be elected as Membership Director to serve for a term of two years.

The nominees receiving the highest number of legal votes cast shall be elected to the Board of Directors.

In the event of a vacancy for the position of director, the President, shall appoint the candidate for the position who received the next highest vote in the last election. That person shall serve the remainder of the unexpired term. If that candidate is unable to serve, the President, with the approval of the Board of Directors, shall appoint another member to serve the unexpired term.

A non-officer director shall be ineligible to serve more than two successive terms, except that a director appointed to fill an unexpired term is eligible thereafter to be elected by the membership to not more than two additional terms.

At the first election following the incorporation of the organization (in 1993), the terms for officers and directors shall be as follows: President for one year; Vice President for one year, to become President the following year; Secretary for two years; two directors for two years. The Treasurer and one director shall hold office for the additional year of

their unexpired terms.

The following year the Vice President shall become President, a Vice President shall be elected, a Treasurer shall be elected for two years, and one director shall be elected for two years.

6. Nomination of officers, directors, and nominating committee members:

Officers, directors, and nominating committee members shall be elected from a slate presented by the nominating committee as well as any names submitted by membership petition.

7. Removal of officers or directors:

Any officer or director may be removed from office by a written majority vote of the dues-paying members of the Corporation.

V. MEETINGS

1. Regular meetings:

The Corporation shall hold at least one general membership meeting each year. This annual business meeting shall be held in the spring of each year, usually at alternate sites in the north and south of the State, for the purpose of transacting such business as may be brought before the meeting and providing a program of general interest to the members. When convenient, the annual business meeting may be held in conjunction with meetings of allied organizations.

Written notice of the annual business meeting shall be distributed to the membership at least thirty (30) days in advance.

2. Special meetings:

Special general membership meetings of the Corporation may be called by the President upon approval of the Board of Directors, or at the written request of one-third of the dues-paying members or twenty (20) dues-paying members, whichever is the smaller number.

Such special meetings may be called for the purpose of conducting special business or may consist of special workshops focusing on a specific subject or subjects.

Written notice of such special meetings of the membership shall be distributed to the membership at least thirty (30) days in advance.

3. Quorum and vote required for legal action:

At any regular or special meeting of the membership, at least three (3) directors and one-tenth (1/10) of the dues-paying membership shall constitute a quorum for the transaction of business. Except as otherwise provided in these Bylaws, a majority of the legal votes cast shall be required to take action.

A quorum for a meeting of the Board of Directors is four (4) voting members of the Board of Directors.

VI. COMMITTEES

1. Standing committees:

Standing committees shall consist of a nominating committee, a program committee, an election committee, and such other committees as the Board of Directors shall from time to time deem necessary or advisable.

2. Selection and terms of standing committee members:

Standing committees shall be comprised of at least three members including the chair. Subject to the approval of the Board of Directors, the President shall appoint the chair of standing committees, except the nominating committee and the membership chair which is chaired by the membership director. Terms of standing committee members and chairs shall end concurrently with the term of the President. The President shall be an ex-officio non-voting member of all standing committees except the nominating committee.

3. Nominating Committee

The nominating committee shall consist of the immediate past President and two elected members. In the 2006 election, one nominee receiving the greatest number of votes legally cast for the committee on the written ballot shall be elected to serve a term of two (2) years, and the nominee receiving the second greatest number of votes will serve a term of one (1) year. In the 2007 election, only one member will be elected to the Nominating Committee, and the position previously designated to serve for one (1) year will henceforth serve a two (2) year term as well. In subsequent elections, one member will be elected each year to serve a term of two (2) years beginning thirty (30) days after the annual business meeting. Nominating committee members may not succeed themselves. Vacancies should be filled in the same manner as officer/director vacancies. The immediate past President shall serve as chair of the nominating committee.

4. Special committees or task forces:

Special committees may be created when the need arises and in the same manner as the regular standing committees. Chair and members of these committees shall serve until their charge is fulfilled.

VII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Sturgis's Standard Code of Parliamentary Procedure shall govern the Corporation in all cases in which they are applicable, and in which they are not inconsistent with these Bylaws.

VIII. DISSOLUTION

Upon the winding up and dissolution of this Corporation (Society of California Archivists, Inc.), after paying or adequately providing for debts and obligations of the Corporation, the remaining assets shall be distributed to the Society of American Archivists or such other organization of similar purpose as may be selected by the Board of Directors, provided such organization has remained eligible to accept tax deductible gifts for charitable, educational, or philanthropic purposes under Section 501 (c)(3) of the United States Internal Revenue Code.

No part of the income or assets of this Corporation shall ever inure to or for the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Corporation may, subject to approval by the Board of Directors, pay reasonable compensation for services rendered and reimburse officers, directors or other members for legitimate and reasonable expenditures on behalf of the Corporation.

The Corporation may also make payments and distributions in furtherance of the educational and other public purposes for which it was formed.

IX. TAX STATUS

Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a non-profit Corporation, gifts to which are deductible by the donor for federal income tax purposes pursuant to Section 501 (c)(3) of the Internal Revenue Code of 1954 as amended from time to time.

X. AMENDMENTS

These Bylaws may be amended or expanded by the affirmative vote of three-fifths (3/5) of the votes legally cast by the dues-paying membership in a ballot, provided copies of such changes or additions have been circulated to the membership at least thirty (30) days in advance. Further amendments to the Bylaws or to a proposed bylaw amendment may be proposed in writing either by five (5) members and filed with the Secretary or by the Board of Directors.