

BYLAWS

COUNCIL OF STATE ARCHIVISTS

ARTICLE I

Name

Section 1.1. Name. The name of this organization shall be the Council of State Archivists.

ARTICLE II

Object

Section 2.1. Objectives. The object of the Council shall be to promote the preservation of and access to the documentary heritage of the United States through the development of strong, cooperative, public and private historical records programs in the states and territories of the United States in cooperation with the National Historical Publications and Records Commission and other organizations, through reciprocal support, advice, and collaboration.

Section 2.2. Not For-Profit. This Council is not organized for profit, or organized to engage in an activity ordinarily carried on for profit, and no part of its net earnings will inure to the benefit of any member or individual.

ARTICLE III

Offices

Section 3.1. Principal Office. The principal office of the Council shall be located in the same city and state in which the presiding President of the Board of Directors works. The Council may have such other offices as the Board of Directors may determine or as the affairs of the Council may require from time to time.

Section 3.2. Registered Office and Registered Agent. The Council shall have and continuously maintain in the Commonwealth of Massachusetts a registered office, and a registered agent whose office is identical with such registered office, as required by the Massachusetts General Laws, Chapter 180. The registered office may be, but need not be, the same as its principal office. The registered office or the registered agent at such registered office, or both, may be changed from time to time by the Board of Directors by compliance with the applicable provisions of the Massachusetts General Laws, Chapter 180.

ARTICLE IV

Members

Section 4.1. Membership. The membership of the Council shall be limited to the State Historical Records Coordinators and their deputies or designees as defined by regulations governing the National Historical Publications and Records Commission (36 CFR Part 1206).

Section 4.2. Voting. Each state or territory shall be entitled to a single vote in all matters coming before the Council including elections.

Section 4.3. Dues. Dues shall be paid to the Council in such amounts and at such times as the Board of Directors may from time to time determine.

ARTICLE V

Officers and Board of Directors

Section 5.1. Management. The affairs of the Council shall be managed by its Board of Directors.

Section 5.2. Number, Tenure, and Qualifications. The number of Directors shall be no fewer than five (5) and no greater than nine (9). Except as otherwise provided herein, each Director shall hold office for a term of three years and until his successor shall have been elected and qualified.

Section 5.3. Officers. The officers of the Council shall be a President, a Vice-President/President Elect, a Treasurer, and a Secretary. All officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Council.

Section 5.4 . Election and Term of Office. The members of the Board of Directors shall be elected by the Council to serve for three years or until their successors are elected, and their terms shall begin on the first day of July following their election or the day of their election, whichever is later. If the immediate past President of the Board of Directors has completed his/her term on the Board of Directors, s/he will serve for one year as an ex officio, non-voting member of the Board of Directors.

Section 5.5. Nominating Committee and Election Process. During the month of January each year, the Board of Directors shall appoint a three-member nominating committee consisting of no more than two members of the Board of Directors and at least one member from the membership. The nominating committee shall submit to the full membership of the Council a slate of nominees for election to the Board of Directors no later than two weeks prior to the Council's annual meeting for consideration at the annual meeting. The slate may be sent to the membership by mail or by electronic means which include but are not limited to electronic mail or facsimile transmission. The persons receiving the highest number of votes shall be elected.

Section 5.6. Selection of Officers. The Board of Directors shall select from their number one member to be the Vice President/President-Elect, one a Secretary, and one a Treasurer. The President, Vice-President/President-Elect, Secretary, and Treasurer shall serve one year or until successors are elected, and their terms shall begin on the first day of July or the day of their election, whichever is later.

Section 5.7. Removal. Any officer may be removed by a vote of two-thirds of all the members of the Board whenever in their judgment the best interest of the Council would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5.8. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VI

Officers Duties

Section 6.1. Immediate Past President. The Immediate Past President shall provide counsel and advice to the President and other officers and perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 6.2. President. The President shall preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Council authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Council; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6.3. Vice-President. In the absence of the President or in event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 6.4. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine, and, if any, the expense of the bond shall be paid by the Council. He or she shall have all funds and securities of the Council; receive and give receipts for moneys due and payable to the Council and from any source whatsoever; and deposit all such moneys in the name of the Council in such banks or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 6.5. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

ARTICLE VII

Board of Directors Duties

Section 7.1. Regular Meeting. A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 7.2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

Section 7.3. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice either by personal delivery, which shall include but not be limited to electronic mail and transmitting of paper by electronic means, or by first class mail to each Director at such Director's address or facsimile phone number as shown by the records of the Council. If sent by first class mail, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Director at such Director's address as it appears on the records of the Council, with postage thereon prepaid. Notice is also deemed given upon the successful transmission of an electronic message by means of electronic mail or the successful transmission of paper by electronic means (facsimile device) to the last known electronic address or facsimile phone number as it appears on the records of the Council. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 7.4. Quorum. A minimum of 1/2 of the number of Directors entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present at any meeting of the Board of Directors, a majority of the Directors present and entitled to vote at such meeting may adjourn the meeting from time to time without further notice.

Section 7.5. Manner of Acting. Except as otherwise provided in these Bylaws, the act of a majority of the Directors present and entitled to vote at such meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7.6. Vacancies. Any vacancy occurring in the Board of Directors and, to the extent permitted by law, any directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the remaining Directors entitled to vote though less than a quorum of the Board of Directors. A Director so elected shall serve for the unexpired term of his or her predecessor in office or the full term of such new directorship, as the case may be.

Section 7.7. Compensation. Directors as such shall not receive any stated salaries for their services; but nothing herein contained shall be construed to preclude any Director from being reimbursed for expenses incurred in serving the Council or from serving the Council in any other capacity and receiving reasonable compensation therefore.

Section 7.8. Informal Action by Directors. Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote.

Section 7.9. Meetings by Conference Telephone. Members of the Board of Directors may participate in a meeting of the Board by conference telephone or similar communications equipment. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting. Records of the meeting shall be kept as required by Article XI of these Bylaws.

Section 7.10. Presumption of Assent. A Director of the Council who is present at a meeting of the Board of Directors at which action on any Council matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the

meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Council promptly after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE XIII

Meeting

Section 8.1. Annual Meeting. The annual meeting of the Council shall be held each year and at such time as ordered by the Board of Directors for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section 8.2. Special Meetings. Special meetings of the members, for any purpose or purposes, may be called by the President or by the Board of Directors, and shall be called by the President upon the written request of ten states or territories.

Section 8.3. Place of Meeting. The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting of the members called by the Board of Directors or the President.

Section 8.4. Notice of Meetings. Written or printed notice stating the place, day and hour of the meeting of members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered, either by personal delivery, which shall include but not be limited to electronic mail and transmitting of paper by electronic means, or by first class mail to each member not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the Board of Directors, or the President, or the Secretary or persons calling the meeting. If sent by first class mail, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at such member's address as it appears on the records of the Council, with postage thereon prepaid. Notice is also deemed given upon the successful transmission of an electronic message by means of electronic mail or the successful transmission of paper by electronic means (facsimile device) to the last known electronic address or facsimile phone number as it appears on the records of the Council.

Section 8.5. Quorum. Members representing fifteen (15) states or territories shall constitute a quorum. If a quorum is not present at any meeting of members, a majority of the members present and entitled to vote at such meeting may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at such meeting as originally called. The members present at a meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 8.6. Voting of Members. A majority of the members entitled to vote and present shall be necessary for the adoption of any motion unless otherwise provided by law or these Bylaws.

Section 8.7. Voting by Mail. Where directors are to be elected by the members, such elections may be conducted by mail in such manner as the Board of Directors shall determine.

Section 8.8. Informal Action by Members. Any action required to be taken at a meeting of the members or any other action which may be taken at a meeting of the members, may be taken without a

meeting if a consent in writing, setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

ARTICLE IX

Committees

Section 9.1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Council; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; amending the Articles of Incorporation; adopting a plan of merger or consolidation with another corporation or association; adopting a plan for the distribution of the assets of the Council, or amending, altering or repealing any resolution of the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law.

Section 9.2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Council may be appointed by the President for such purposes and for such duration as the President may from time to time designate. Any member thereof may be removed by the President whenever in the President's judgment the best interests of the Council shall be served by such removal. The President may terminate any committee so appointed as the president deems appropriate.

Section 9.3. Term of Office. Except as otherwise provided by the Board of Directors in the resolution appointing a committee member as provided in Section 9.1 of these Bylaws or by the President in appointing a committee member as provided in Section 9.2 of these Bylaws, each member of a committee shall continue as such until the next annual meeting of the Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 9.4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 9.5. Quorum. A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 9.6. Rules. Each committee may adopt rules of procedure not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 9.7. Informal Action. Any action required or permitted to be taken by a committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the committee.

Section 9.8. Meeting by Conference Telephone. Members of a committee may participate in a meeting of the committee by conference telephone or similar communications equipment. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to

this provision shall constitute presence in person at the meeting. Records of the meeting shall be kept as required by Article XI of these Bylaws.

ARTICLE X

Contracts, Loans, Checks, Deposits and Funds

Section 10.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Council, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council, and such authority may be general or confined to specific instances.

Section 10.2. Loans. No loans shall be contracted on behalf of the Council and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 10.3. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Council, shall be signed by such officer or officers, agent or agents of the Council and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President.

Section 10.4. Deposits. Funds of the Council shall be deposited from time to time to the credit of the Council in such banks or other depositories as the Board of Directors may select.

Section 10.5. Gifts. The Board of Directors may accept on behalf of the Council any contribution, gift, bequest or devise consistent with the objectives of the Council.

Section 10.6. Loans to Directors or Officers. No loans shall be made by the Council to the Directors or officers of the Council. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Council for the amount of such loan until the repayment thereof.

ARTICLE XI

Books and Records

Section 11.1. Books and Records Maintained. The Council shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote.

Section 11.2. Inspection. All books and records of the Council may be inspected by any Board member, or his agent or attorney for any proper purpose at any reasonable time.

Section 11.3. Audit. The Board of Directors shall have the books and records of account of the Council reviewed annually by a certified public accountant and have them audited at such intervals as the Board deems appropriate, but no less than every three years. The Board shall present the report of the review or audit at the annual meeting of members.

ARTICLE XII

Fiscal year

Section 12.1. Fiscal Year. The fiscal year of the Council shall begin on January 1 of each year and shall end on December 31 of each year.

ARTICLE XIII

Parliamentary Authority

Section 13.1. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Council may adopt.

ARTICLE XIV

Amendment of Bylaws

Section 14.1. Amending the Bylaws. The Bylaws may be amended by two-thirds of the members attending any regular announced meeting of the Council, provided that 30 days notice of the intent to amend and a copy of the proposed amendment(s) shall have been sent to the members. The specific wording of a proposed amendment may itself be amended by majority vote at the meeting at which the amendment is considered, providing that the subject of the amendment be related to the issues covered in the advance notice.

Adopted unanimously by the assembled Council, November 3, 1989.

Revised by the assembled Council,
January 28, 1995, July 18, 2001, July 13, 2002, July 16, 2004,
July 22, 2005, and September 12, 2006.