

BYLAWS COUNCIL OF STATE ARCHIVISTS

ARTICLE I

Name

Section 1.1. Name. The name of this organization shall be the Council of State Archivists, Inc., known hereafter as the "Council."

ARTICLE II

Object

Section 2.1. Objectives. The object of the Council shall be to provide leadership that strengthens and supports its member institutions as defined in Section 4.1 in their work to acquire, preserve, and provide access to government records. The Council facilitates networking, information sharing, and project collaboration among its member organizations to help these government archives fulfill their responsibilities for protecting the rights and historical documents of the American people. The Council promotes 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 and works in cooperation with the National Archives and Records Administration, the National Historical Publications and Records Commission, and other state and national organizations and associations through reciprocal support, advice, and collaboration.

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

ARTICLE III

Offices

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

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 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 the official government archives of the fifty (50) states, five (5) territories, and the District of Columbia.

Section 4.2. Voting. Each member shall have one voting representative, and each representative shall be entitled to a single vote in all matters coming before the Council including elections.

Section 4.3. Dues. Dues from each member shall be paid to the Council in such amounts and at such times as the Board of Directors may determine. Membership shall be continuous regardless of dues payment status.

Section 4.4. Benefits of membership: Staff of members may participate in Council programs, committees, and services, are eligible for Council awards; and are eligible for member registration rates at annual meetings or conferences.

ARTICLE V

Officers and Board of Directors

Section 5.1. Governance. The Council's governance shall be by a Board of Directors elected from among the membership.

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 a successor shall have been elected and qualified.

Section 5.3. Nominating Committee and Election Process. No later than February 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 at-large 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. The slate may be sent to the membership by mail or electronic mail. The persons receiving the highest number of votes shall be elected.

Section 5.4. Term of Office. The terms of Directors shall begin on the first day of July following the election or on the day of the election, whichever is later. If the Immediate Past President of the Board of Directors has completed their term on the Board of Directors, the Immediate Past President will serve for one year as an ex officio, non-voting member of the Board of Directors.

Section 5.5. Officers. The officers of the Council shall be a President, a Vice President / President-Elect, and a Secretary-Treasurer. All officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Council.

Section 5.6. Selection of Officers. At the first meeting of the Board of Directors following the annual election of Directors, the Directors shall elect from their number one member to be the President, one member to be the Vice President / President-Elect, and one member to be the Secretary-Treasurer. The President, Vice President / President-Elect, and Secretary-Treasurer shall serve one year or until successors are elected.

Section 5.7. Removal. Any officer may be removed by a vote of three-fourths of all the Directors whenever in their judgment the best interest of the Council would be served thereby.

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.

Section 6.2. President. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary-Treasurer 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.

Section 6.3. Vice President / President-Elect. In the absence of the President or in event of the inability or refusal of the President to act, the Vice President / President-Elect 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 / President-Elect shall perform such other duties as may be assigned by the President or by the Board of Directors.

Section 6.4. Secretary-Treasurer. The Secretary-Treasurer shall oversee all funds and securities of the Council and monitor the financial activities of the Council as conducted by the Executive Director or other Council employees or contractors, according to the Council's Guidelines for Financial Management. The Secretary-Treasurer shall oversee the keeping of the minutes of the meetings of the members and of the Board of Directors, and in general perform all duties incident to the office of Secretary-Treasurer and such other duties as may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Secretary-Treasurer shall give a bond for the faithful discharge of the duties of the office 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.

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. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice by personal delivery, which shall include but not be limited to electronic mail, to each Director at such Director's electronic mail address as shown by the records of the Council. Notice is deemed given upon the successful transmission of an electronic message by means of electronic mail to the last known electronic address 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 special meeting of the Board need be specified in the notice.

Section 7.3. Quorum. A number equal to one-half (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 without further notice.

Section 7.4. 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 7.5. 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 the Director's predecessor in office or the full term of such new directorship, as the case may be.

Section 7.6. Compensation. Directors shall not receive any compensation for their services, but nothing herein contained shall be construed to preclude any Director from being reimbursed for expenses incurred in serving the Council.

Section 7.7. Action by Consent of Directors without a Meeting. 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 consent in writing or electronic mail, setting forth the action so taken, is affirmed by at least three-fourths of the Directors entitled to vote.

Section 7.8. Online Meetings. Meetings of the Board of Directors may take place online by telephone or video conferencing. All persons participating in the meeting shall be able to communicate with 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 XII of these Bylaws.

Section 7.9. 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 the Director's dissent shall be entered in the minutes of the meeting or unless the Director shall file a 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 or electronic 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 VIII Corporate Staff

Section 8.1. Executive Director. The Board of Directors shall hire an Executive Director who shall serve as chief executive officer of the Council. The Executive Director shall have immediate and overall responsibility for administering the programs and services of the Council as outlined in the Executive Director's employment contract with the Council. The Executive Director shall direct the day-to-day business of the Council; maintain the properties of the Council; hire, supervise, and discharge staff members and contractors under the Executive Director's supervision; and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. The Executive Director shall make such reports at meetings of the Board of Directors and Executive Committee as shall be required by the President or the Board. The Executive Director shall be an ex-officio, non-voting member of the Board of Directors and of any committee, as appropriate. The Executive Director may be removed under the terms of the Executive Director's employment contract with the Council.

Section 8.2. Other Staff. All other staff, consultants, and contractors shall be supervised by and accountable to the Executive Director.

ARTICLE IX Meetings

Section 9.1. Annual Meeting. The annual meeting of the Council shall be held each year and at such time and place 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 9.2. Special Meetings. Special meetings of the members, for any purpose or purposes at a designated time and place, may be called by the President, a majority of Directors, or upon the written request of ten (10) members.

Section 9.3. Notice of Meetings. Written 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, or by first class mail to each member not less than ten (10) days before the date of such meeting, by or at the direction of the Board of Directors, or the President, or the Secretary-Treasurer 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 to the last known electronic address as it appears on the records of the Council.

Section 9.4. Quorum. Fifteen members shall constitute a quorum to be established by a roll call at the beginning of the meeting.

Section 9.5. Voting of Members. A majority of the members present shall be necessary for the adoption of any motion unless otherwise provided by these Bylaws.

Section 9.6. Voting Remotely. Where directors are to be elected by the members, such elections may be conducted by postal mail, electronic mail, or in another remote manner as the Board of Directors shall determine.

ARTICLE X

Committees

Section 10.1. Executive Committee. The Executive Committee of the Council shall be composed of the President, the Vice President / President-Elect, and the Secretary-Treasurer. The President shall serve as chair of the Executive Committee and shall call the committee into session. The Executive Committee shall act for the Board of Directors in conducting the affairs of the Council between meetings of the Board and shall provide timely communication and consultation with the Board between meetings.

Section 10.2. Finance Committee. The Finance Committee of the Council shall be composed of the Secretary-Treasurer and one Director, and one non-director appointed by the President. The President, Vice President / President-Elect, and Executive Director shall all serve as ex officio members of the Finance Committee. The Secretary-Treasurer shall serve as chair of the Finance Committee and shall call the committee into session.

Section 10.3. Personnel and Professional Conduct Committee. The Personnel and Professional Conduct Committee shall be composed of the President, the Vice President / President-Elect, the Secretary-Treasurer, and the Immediate Past President. The President shall serve as chair of the Personnel and Professional Conduct Committee and shall call the committee into session. The committee shall prepare an annual performance review of the Executive Director of the Council. The committee also has the authority to investigate staff, board, and member violations of the Council's Whistleblower Protection, Antifraud, and Conflict of Interest policies and recommend mitigating or remedial actions to the Board.

Section 10.4. 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 include at least three 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 the Board or an individual Director.

Section 10.5. 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 designate. Any member thereof may be removed by the President whenever in the President's judgment such removal shall serve the best interests of the Council. The President may terminate any committee so appointed as the President deems appropriate.

Section 10.6. Term of Office. Except as otherwise provided by the Board of Directors in the resolution

appointing a committee member as provided in Section 10.1 of these Bylaws or by the President in appointing or removing a committee member as provided in Section 10.5 of these Bylaws, each member of a committee shall continue as such until the next annual meeting of the Directors and until the member's successor is appointed, unless the committee shall be sooner terminated.

Section 10.7. 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 10.8. 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 10.9. Rules. Each committee may adopt rules of procedure not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 10.10. Informal Action of Committee without a Meeting. 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 or electronic mail, setting forth the action so taken, is affirmed by at least three-fourths of the members of the committee.

Section 10.11. Remote Meetings. Meetings of a committee may take place by telephone, video conference, or other remote manner. All persons participating in the meeting shall be able to communicate with 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 XII of these Bylaws.

ARTICLE XI

Contracts, Loans, Checks, Deposits and Funds

Section 11.1. 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 11.2. 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 11.3. Checks, Drafts, Credit and Debit Cards etc. All checks, drafts, credit or debit cards, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Council, shall be managed in accordance with the Council's Guidelines for Financial Management.

Section 11.4. Deposits. Funds of the Council shall be deposited to the credit of the Council in such banks or other depositories as the Board of Directors may select.

Section 11.5. Gifts. The Board of Directors may accept on behalf of the Council any contribution, gift, grant, bequest or devise consistent with the objectives of the Council.

Section 11.6. Loans to Directors or Officers. The Council shall make no loans 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 XII

Books and Records

Section 12.1. 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 12.2. Inspection. All books and records of the Council may be inspected by any Board member, or the Board member's agent or attorney, for any proper purpose at any reasonable time.

Section 12.3. 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 XIII Guidelines and Policies

Section 13.1. Guidelines and Policies. The Board of Directors is authorized and directed to prepare, adopt, or amend such administrative guidelines, policies, and procedures as may be desirable to regularize the functions and operations of the Council's committees, programs, and other activities. Adoption or amendment of a guideline requires approval by a majority of the Board. No part of the guidelines may conflict with the Council's Articles of Incorporation or Bylaws. The guidelines shall be maintained by the Executive Director, and a copy of the current guidelines, policies, and procedures shall be available to any member upon request to the Executive Director.

Section 13.2. Specific Policies. The Board of Directors shall establish policies on Conflict of Interest, Whistleblower Protection, and Non-Discrimination, and will maintain a Code of Conduct.

ARTICLE XIV Fiscal Year

Section 14.1. 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 XV Parliamentary Authority

Section 15.1. 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 XVI Amendment of Bylaws

Section 16.1. Amending the Bylaws. The Bylaws may be amended by two-thirds of the members attending any regular announced meeting of the Council, provided that thirty (30) day 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 issue 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, September 12, 2006, July 20, 2012; July 24, 2015,
August 4, 2019; and August 18, 2020.