

By-Laws of Northwest Archivists, Incorporated

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 determined by a majority vote of members attending the annual business meeting.

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 ten percent (10%) 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. 10% of the Northwest Archivists, Incorporated membership will constitute a quorum.

Section 5. The Executive Board will meet as directed by the President. Four 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 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 2. 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 3. 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 at one annual meeting in one year and three being elected the following year.

Section 4. Candidates for officers and directors, as selected by the Nominating Committee, shall be elected by a majority of members returning votes by mail 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 Publications Committee, and an Awards 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 Publications Committee shall appoint all Committee members except that the editor of Easy Access, the official newsletter for Northwest Archivists, Incorporated, shall also serve on the Committee. The Publications Committee shall be responsible for overseeing all publications, whether hardcopy or electronic, of Northwest

Archivists, Incorporated. These publications include Easy Access, 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 Awards Committee shall appoint and direct a committee to advertise, select, and present scholarships and professional development awards, and to honor members of Northwest Archivists, 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 July 1 through June 30.

Article VI. Amendments to By-Laws

Section 1. Amendments to these by-laws must be proposed in writing and filed with the Secretary at least sixty days prior to an annual meeting. The Secretary in turn shall notify the membership of proposed amendments at least thirty days in advance of the annual meeting.

Section 2. Amendments to the by-laws will be voted on at the annual business meeting. An affirmative vote by two-thirds majority of those members attending the annual business meeting will constitute passage.

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: May 20, 2006

State of Idaho



Department of State

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

NORTHWEST ARCHIVISTS, INCORPORATED

was filed in the office of the Secretary of State on the *eleventh* day
of *October* A. D. One Thousand Nine Hundred *seventy-seven* and
will be
As duly recorded on *Film No. micro-film* of Record of Domestic Corporations, of the State
of Idaho, and that the said articles contain the statement of facts required by Section 30-103 and
Sections 30-1001 to 30-1005, inclusive, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and
successors are hereby constituted a corporation, by the name hereinbefore stated, for
perpetual existence from the date hereof, with its registered office in this State located at
Boise in the County of *Ada*
and as such are subject to the rights, privileges and limitations granted to Non-Profit Coopera-
tive Associations as provided in Chapter 10, Title 30, Idaho Code.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this *11th* day of *October*
A.D., 19 *77*,

Secretary of State.