

## **OHA CONSTITUTION AND BY-LAWS**

### **CONSTITUTION**

(as amended 2020)

#### **NAME**

1. The name of the organization shall be the Oral History Association. The Association is incorporated as a nonprofit organization under the laws of the state of New York.

#### **OBJECTIVES**

2. The Oral History Association is a professional organization established to:  
  
provide a means for effective cooperation among persons concerned with the documentation of human experience;  
  
stimulate and publish the results of research in the techniques and uses of oral history;  
  
promote the development and adoption of sound principles and standards by all agencies, public and private, that have responsibility for the collection and preservation of historical information obtained through the techniques of oral history; foster a better understanding of the nature and value of oral history;  
  
maintain and strengthen relations with archivists, historians, librarians, educators, public administrators, and others in allied disciplines;  
  
cooperate with other professional organizations, cultural and educational institutions, and international organizations having mutual interests in the preservation and use of our recorded heritage; and  
  
participate in local, national and international projects with mutual goals and interests.

#### **MEMBERSHIP**

3. Individual membership shall be open to those who support the objectives of the Association. Honorary members may be elected by the Council of the Association in its discretion, with such privileges as the Council may decide upon.
4. Partner membership shall be open to institutions or agencies that are concerned or substantially interested in the objectives of the Oral History Association. A partner member shall be entitled to representation at any meeting by one delegate, who may vote; but, if also an individual member, may not cast a second vote.
5. A member shall be enrolled upon receipt of the first payment of dues.

#### **OFFICERS AND GOVERNMENT**

6. The officers of the Association shall be president, a vice-president/president-elect, a first vice-president, a past president, and an executive director or co-directors, hereinafter referred to as the "executive director." The first vice president shall be elected by mail or electronic ballot for a term of one year and shall serve until the election of his or her successor is announced at the annual meeting of the Association immediately following the election. The person elected as first vice-president shall thereby be vice-president/president-elect the following year, president the third year, and past president the fourth year. The executive director shall be the chief operating officer of the Association and serves at the pleasure of the Council.

7. The government of the Association, the management of its affairs, and the regulation of its procedures, except as otherwise provided in the constitution, shall be vested in Council composed of the president, the vice-president/president-elect, the first vice-president, past president, and five Council members elected at large for a three-year term. Decisions of the Council are binding on the Association unless modified by a majority of the membership voting. Only members of the Association in good standing (current dues paid) are eligible for nomination and service as officers and Council members. Five members, including at least one officer, shall constitute a quorum for the transaction of Association business.
8. If a vacancy shall occur in the executive directorship, Council will appoint a search committee to initiate and manage the recruitment, application, and interview process to hire a new executive director. Members of this search committee will be appointed by Council. One Council member will serve as a member of this committee. The search committee may also be empowered by Council to initiate institutional transition in addition to seeking a new Executive Director. The search committee will report on the process and submit a recommendation to Council. Council will vote on the search committee's recommendations with majority vote deciding the outcome.
9. If a vacancy shall occur in the Council or in any of the offices except the presidency, vice-presidency, or executive directorship, it may be filled by the Council, and the person designated shall hold the position for the unexpired term of the person vacating it. If a vacancy occurs in the past-presidency, it need not be filled.

#### **PUBLICATIONS**

10. The Association shall publish annually a report of its activities including the state of its finances and summary of its expenditures. Such a report shall be distributed to all members as a benefit of membership.
11. When funds are available the Association shall publish a newsletter and such other publications as the Council may designate. Every member in good standing shall be entitled to receive the newsletter and other serial publications.

#### **FINANCES**

12. The Council shall be responsible for investment of funds and care of other assets of the Association. Fiscal control of the funds and assets shall be maintained by such records and accounting system as may be prescribed by the Council. An annual audit of the financial affairs shall be made and a report of the audit published.
13. Consistent with its Certificate, Constitution, other bylaws of this Association, and with applicable law, the Association through its Council may establish an endowment fund, or other such fund as it deems necessary, to manage responsibly the affairs of the Association and to further its purposes. The Council may delegate to its committees, officers or employees of the Association, or agents, the authority to act in place of the Council in investment and reinvestment of institutional funds, contract with independent investment advisers, so to act, and authorize the payment of compensation for investment advisory or management services, so to act. The Council shall be relieved of all liability for the investment and reinvestment of institutional funds by, and for the other acts or omissions of, persons to whom authority is so delegated or with whom contracts are so made. If a fund is established, Council may only expend up to five percent of the total market value of the endowment fund (market value to be determined by three-year average as of the last business day of each year) for scholarships and the association's operating purposes.

## **MEETINGS**

14. The Association shall hold an annual meeting at such time and place as the Council shall determine, and special meetings may be called by the Council. Notice of each meeting of the Association shall be sent by the executive director at least thirty days before the date of the meeting. Those members who are registered to attend an annual meeting or a single meeting of the membership shall constitute the membership class of those entitled to vote at the business sessions of such meetings. One-tenth of this class, present in person or by proxy, shall constitute a quorum at such business sessions. except as otherwise required by applicable law or these bylaws, the act of a majority of the members present at any meeting at which a quorum is present shall be the act of members. Members present at any meeting may adjourn the meeting despite the absence of a quorum.
15. The Council shall meet in conjunction with the annual meeting of the Association and shall hold such other meetings as it may determine. Special meetings of the Council for any purpose shall be called by the executive director on the written request of the president or of three members of the council. Four voting members including at least one officer shall constitute a quorum for the transacting of business, but a smaller number may adjourn to another date.

## **RECORDS**

16. The minute-books, correspondence, and other records of the Association and its committees shall be preserved by the officers and chairpersons of committees and shall be promptly turned over by them to the executive director when their terms expire. Records that have ceased to be of use in conducting the current affairs of the Association may, by direction of the Council, be turned over for preservation to a depository selected by it; and any records so deposited shall be available to the officers of the Association on request.

## **DISSOLUTION**

17. In the event of the dissolution of the Association, its property, funds, and other assets shall pass to whatever agencies may be designated by the Council in office at the time of dissolution.

## **AMENDMENTS**

18. The Council is authorized and directed to prepare, adopt, or amend such bylaws as may be desirable to regulate the administrative practices of the Association. An up-to-date copy of these bylaws shall be available to any member upon request to the executive director. Any part of the bylaws shall be subject to review by the membership at any annual business meeting of the Association and may be changed by a majority vote of those attending.
19. Amendments to this constitution must be proposed in writing by at least ten members and filed with the executive director. Copies of the proposed amendments shall be sent by the executive director to all members at least thirty days in advance of the meeting at which they are to be considered. If approved by the Council, they may be adopted by a majority of the members attending any business meeting of the Association; if not so approved, a two-thirds vote of the members in attendance will be required.

## **ELECTIONS**

20. The names of all candidates for Council, and nominating committee shall be placed on the annual ballot. The electronic annual ballot shall be sent to the full voting membership of the Association at least six weeks before the annual meeting. No vote received after the due date specified on the ballot shall be valid. Election shall be by plurality of the votes cast. The results of the election shall be announced at the business meeting and in the publications of the Association. In case of a tie vote, the choice among the tied candidates shall be made by the business meeting.

## **BYLAWS**

(as amended 2020)

### **DUES**

1. The dues of members of the Association shall be fixed by the Council. Any changes shall be subject to a concurring vote by the members. Separate dues rates for voting members (individual members, student members, partner members, life members, and memberships in a sustaining category) may be so fixed, as may non-voting members' dues (library memberships). Membership coincides with the calendar year.

### **OPERATIONS MANUAL**

2. Operations manual resolution: We have an operations manual that guides our day-to-day procedures and activities. It is an evolving document that reflects workflows, policy making and current and unexpected issues. Council is endowed with the ability to change it as needed.

### **DUTIES OF OFFICERS**

3. The president shall direct and coordinate the affairs of the Association. The president shall preside at all business meetings of the Association and of the Council and shall perform such duties as may be directed by the Council.
4. The vice-president/president-elect shall perform the duties of the president in case the president is absent or incapacitated, and, in case of a vacancy in the presidency, the vice-president/president-elect shall assume that office and hold it for the remainder of the term. The vice-president/president-elect shall be responsible for coordinating program development and local arrangements for the annual meeting held during the year she/he serves as vice-president/president-elect. The vice-president/president-elect participates as a voting member in all meetings of the Council.
5. The first vice-president shall perform the duties of the vice-president/president-elect in case the vice-president/president-elect is absent or incapacitated, and in case of a vacancy in the vice-president/president-elect, the first vice-president shall assume that office and hold it for the remainder of the term. The first vice-president shall participate as a voting member in all meetings of the Council, and shall also initiate planning for the annual meeting to be held during the year that she/he will serve as vice-president/president-elect. Responsibilities shall include appointment of annual meeting program and local arrangements chairs, program and local arrangements committees, and the preparation of an annual meeting budget for approval by the Council.
6. The executive director shall keep the minutes of the Association and of the Council, prepare and distribute notices, present at each annual meeting a report on the activities of the Association, and perform such other duties as may be directed by the Council. In the absence of the president, vice-president/president-elect, and first vice-president, the executive director shall preside. The executive director shall have the custody of and preserve the corporate seal of the Association and shall affix the seal under the direction of the president and Council.
7. The executive director shall have the custody of all the moneys belonging to the Association and shall pay them out only upon the authorization of the Council. The executive director may be required by the Council to give bond for the faithful performance of his or her duty in such sum as it shall determine. The executive director shall keep an account of all funds, receipts and payments and shall report thereon in full to the Association at each annual meeting and to the Council whenever so ordered. The executive director shall also manage the membership roll.

8. The president, vice-president/president-elect, first vice-president, and executive director constitute a committee which shall approve all investments, prepare a budget for submission to the Council, and make extra-budgetary decisions when it is inexpedient to poll the full Council. If such decisions are made via telephone or other electronic communication, a written statement of the decisions must be sent within ten days to all members of the Council. A poll of all Council members shall be made upon the request of any Council member.
9. The Executive Director shall be the chief operating officer of the Association. The Director shall have and exercise general charge and supervision of the conduct of the ordinary business of the Association; shall assist the Council by administering the affairs of the Association; shall serve as a non-voting member of the Council; shall function as an ex officio member of all committees of the Corporation; and shall do and perform such other duties as the Constitution and Bylaws provide or as may be assigned to that person by the President and/or the Council.
10. The past president provides institutional support as needed and participates as a voting member in all meetings of the Council.

#### **NOMINATING COMMITTEE**

11. There shall be a nominating committee composed of six members, three of whom are elected by the members on each annual ballot from a slate of not less than five nor more than seven candidates proposed by the Council, in addition to nominations by petition. Candidates may be paired. Members shall vote for three candidates. If they are paired, the nominee in each pair receiving the higher number of votes shall be elected. If they are not paired, the three candidates receiving the highest number of votes shall be elected. Members of the nominating committee shall serve for two years until their successors are announced at the annual meeting of the Association immediately following the election. The nominating committee shall consult the membership for suggestions, shall make nominations for first vice-president and Council, shall obtain the consent of nominees (including any nominated by petition), and shall collect biographical information and statements of purpose from all candidates for office who wish to submit them, and promulgate this information to the membership with the ballot.

The nominating committee shall convene immediately after the announcements of new members elected to the committee and elect its own chairperson.

#### **ELECTIONS**

12. The nominating committee, in making its annual ballot nominations, shall nominate one or more persons for the office of first vice-president and shall nominate two or more persons for each prospective vacancy on the Council. In years where a single Council seat is to be filled, the candidate receiving the largest number of votes shall be elected. In years where multiple Council seats are open, the nominating committee shall present to the membership multiple separate slates of candidates in order to achieve the association policy of a balanced Council regarding gender, ethnicity, geography, and affiliation.

The nominating committee (or, in the case of nominees for the nominating committee, the Council) shall also accept nominations made by petitions carrying in each case the signatures of twenty or more members of the Association in good standing and indicating in each case the particular office for which the nomination is intended. Nominations by petition must be in the hands of the nominating committee at least three months before the annual meeting.

#### **COMMITTEES**

13. The standing committees of the Association shall be Education, Emerging Professionals, Diversity, Finance, International, Membership, and Publications. Council may create and dissolve standing committees as necessary to accomplish the mission of the Association. In addition to the standing committees, the president may appoint such ad hoc committees as may be necessary from time to time. Vacant committee member and chair positions, except for the Nominating Committee, shall be appointed for specified terms by the president. This process will be completed as soon as possible after the annual meeting. Association members will be given opportunities to express their interest in serving on particular committees, and that interest can be taken into consideration when appointments are made. Chairs will work with the president to draft committee charges for the coming year. Chairs, engaging their full committees, will work with Council to fulfill charges and will report the activities of their committees to Council three times a year (with the first report due prior to the mid-winter meeting, the second during the summer, and the third prior to the annual meeting). Council liaisons will be responsible for working closely with their respective committees, promoting the efforts of these committees, and ensuring that the committees are acting to fulfill the organization's objectives. Expectations of chairs and committee members will be communicated prior to appointment. In instances of unsatisfactory service, Council shall have the option to remove committee members or chairs.

#### **AFFILIATE ORGANIZATIONS**

14. The Council may authorize affiliate status for state and regional oral history organizations and other organizations who support the objectives of the Association. The Council may develop guidelines for such status, including unique dues for joint memberships. However, no agreements with other organizations may be in conflict with the Association's constitution and bylaws. Affiliate status in no way implies liability for the actions of other organizations.

#### **PARLIAMENTARY PROCEDURE**

15. Robert's Rules of Order shall govern the proceedings of the Association except as otherwise provided for in the constitution, bylaws, and special rules of the Association.

#### **INDEMNIFICATION**

16. To the full extent permitted by the Not-for-Profit Corporation Law of New York, the Association may indemnify any person who is or was a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a member, director, officer, employee or agent of the Association, or is or was serving at the request of the Association, as a member, director, officer, or employee, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding.