

## OHA CONSTITUTION

(as amended 2021)

### 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.