

**Constitution**  
**Michigan Oral History Association**

Article I – Name

Section 1. The name of the organization shall be Michigan Oral History Association. The official address shall be that filed in the Articles of Incorporation, or in a resolution of the Board of Directors filed with the Secretary of State changing the official address of the organization.

Article II- Purpose

Section 1. This organization shall be a non-profit corporation, organized and existing under the laws of the State of Michigan, operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or in corresponding provisions of any future United States Internal Revenue law).

Section 2. The corporation shall receive and disburse funds, property and gifts of any kind in order to fund programs and projects that provide for effective cooperation and communication among persons, programs and institutions concerned with the techniques, uses and promotion of oral history.

Article III – Membership

Section 1. All persons shall be eligible to membership in the Association, who, in the first instance, meet the requirements of these By Laws, and the second instance, while members of the Association, shall agree to, and continue to comply with, said requirements.

Section 2. Individual membership will be open to anyone interested in the objectives and programs of the Association. Institutional membership shall be open to all libraries, educational institutions, and other agencies and organizations concerned with or substantially interested in the objectives of the Association.

Section 3. Members currently in good standing by payment of dues shall be eligible to seek and hold office in the Association.

Section 4. All members currently in good standing by payment of dues shall be eligible to one (1) vote at all meetings of the Association.

Article IV – Officers and Government

Section 1. The officers shall be President, Vice President, Secretary, and Treasurer. There shall be twelve (12) board members, said Board members to be elected by a ballot vote from the

membership at large. If Board vacancies occur (1) by death, removal or resignation of board members, or (2) regular term expirations coincide with a shortage of candidates such that vacant board positions cannot be filled by a membership vote, i.e., there are more board openings than there are board candidates, board members may be appointed by motion of the MOHA officers and board of directors. Terms for all officers shall be for two (2) years. All officers and board members will take office immediately upon election. Three board members who serve during the first year of organization shall serve for one (1) year so as to stagger the terms.

Section 2. The government of the Association, management of finances and other affairs, and the regulation of its procedures, except as otherwise provided in this Constitution, shall be vested in a Board of Directors composed of elected officers.

Section 3. Vacancies occurring on the Board of Directors shall be filled for the unexpired term by a majority vote of the remaining members of the Board.

Section 4. An executive committee which shall consist of President, Vice-President, and Treasurer shall be empowered to take emergency action. Such action shall be reported at the next regular Board meeting.

#### Article V – Membership and Board Meetings

Section 1. The general membership shall meet at least once each year in the fall. All meetings shall be called twenty (20) days or more notice in writing, sent by regular United States mail, addressed to each member and director at the address appearing after his or her name on the records of the Association. Directors may waive such notice. Notice of the fall annual meeting shall include the names of persons selected by the nominating committee as candidates for election to the Board of Directors.

The Board of Directors shall hold such meetings as the President or majority of the Board may determine and order.

Section 2. Quorum for conduct of business at any meeting of members shall consist of the members present.

A majority of the Board of Directors shall constitute a quorum. Each board member present shall have one (1) vote.

#### Article VI – Elections

Section 1. The annual election of Officers and Board of Directors shall take place at the fall meeting.

Section 2. The Nominating Committee shall be composed of at least three members. This committee shall consult the membership for suggestions, prepare a slate of nominations for Officers and Board of Directors, and present its report by mail to the membership at least twenty

(20) days prior to the fall meeting. A member desiring to stand for election shall make his name known to the Nominating Committee. Nominations may also be made from the floor.

Section 3. Only members in good standing shall be eligible for nomination as Officers, or as members of the Board of Directors.

Section 4. A majority of votes cast by members shall be necessary for the election of officers.

#### Article VII – Records

Section 1. Minutes, annual committee reports, workshop records, correspondence and other records of the Association and its committees shall be preserved by the Officers and the chairpersons of committees and shall be turned over by them to the Secretary when their terms expire. Records that have ceased to have administrative value may, by direction of the Board of Directors, be turned over for preservation to a Michigan depository selected by it; provided that any records so deposited shall be easily available to the Officers of the Association on request.

#### Article VIII – Amendments

Section 1. Amendments to this Constitution must be proposed in writing by at least ten (10) members or a majority vote of the Board of Directors and prepared by the Constitution and By Laws Committee and mailed to all members at least thirty (30) days in advance of the meeting at which they are to be considered. If approved by the Board of Directors, they may be ratified by a majority vote of the members attending a business meeting of the Association; if not so approved, a two-thirds vote of members in attendance will be required.

#### Article IX – By Laws

Section 1. The Board of Directors is authorized and directed to prepare, adopt or amend such By Laws as may be desirable to regularize the administrative practices of the Association. An up-to-date copy of these By Laws shall be available to any member on request to the Secretary. Any part of the By Laws shall be subject to review by the membership at any business meeting and may be changed by a majority vote of those attending.

#### Article X – Parliamentary Procedures

Section 1. *Robert's Rules of Order* shall govern the proceedings of the Association, except as otherwise provided for in the Constitution, By Laws and special rules of the organization.

## Article XI – Disposition of Assets

Section 1. The Association itself shall be a non-profit undertaking and no part of the assets of the Association shall be paid or inure to any member or officer as profits, dividends or salaries. All such assets and earnings shall be used and invested as the Board of Directors deems advisable for the benefit of the Association and for the advancement and accomplishment of its purposes. No part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing) or distribution of statements) any political campaign on behalf of any candidate for public office. The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

Section 2. In the event of the dissolution of the corporation, the Board of Directors shall distribute the assets of the corporation as follows:

- a. All liabilities of the corporation shall be paid or adequate provision shall be made for payment;
- b. Assets held by the corporation upon condition which occurs by reason of the dissolution shall be returned or conveyed in accordance with such requirements; and
- c. All of the remaining assets of the corporation shall be conveyed to an exempt organization (charitable, educational or scientific) under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

Approved by Board, 9 April 1994

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Article IV, Section 1 amended by the membership and approved by the Board, 18 January 2003.