

APPENDIX

Articles of OKLAHOMA ARCHIVISTS ASSOCIATION (An Oklahoma Not for Profit Corporation)

Article One

Name and Location

Section 1. The name of the organization shall be OKLAHOMA ARCHIVISTS ASSOCIATION.

Section 2. All meetings may be held at such places within the State of Oklahoma, as may be determined by the officers.

Article Two

Purposes and Structure

Section 1. Purposes. This corporation is organized exclusively for charitable purposes as defined in Section 501(c)(3) of the Internal Revenue Code. The purposes of the corporation include engaging in any lawful act or activity to provide education and support for the preservation and sharing of cultural heritage resources for educational and entertainment purposes in the State of Oklahoma including, but not limited to, providing or making available educational events and programs, and, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

This Corporation shall be self-governing, self-supporting, non-commercial, non-sectarian, nonprofit and nonpartisan.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local

government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The corporation is organized pursuant to the Oklahoma General Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes which are consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be hereafter amended.

Article Three

Membership

Section 1. Membership. Membership in this organization is open to any person who will uphold the policies of this organization and agree to its Bylaws.

Section 2. Qualification. Eligible persons shall become members by paying the prescribed membership dues. Upon payment of such dues, a member shall be considered in good standing and be entitled to any and all rights and privileges of membership.

Section 3. Dues. Annual dues shall be assessed in such amounts as determined by a 2/3 majority of the members. Dues shall be payable at the beginning of each calendar year, new members are accepted at any time of the year.

Article Four

Executive Board

Section 1. Qualification. Any member in good standing is eligible to serve on the Executive Board.

Section 2. Powers. The Board shall be the governing body of the organization and shall manage, control, and direct the affairs and property of the organization.

Section 3. Compensation. No Board member shall receive compensation for any service rendered to the organization. Board members may be reimbursed for actual expenses incurred in the performance of their duties.

Section 4. Officers. Officers shall be elected annually as terms dictate and will take office immediately. The nominating committee will name a slate of officers and the floor will also be open for nominations. The officers will be elected by simple majority of the membership. Vacancies of offices of unexpired terms shall be filled by appointment by the President as approved by the remaining officers. The officers and their respective duties are as follows:

- a. The President shall:
 - Preside at all meetings of the organization;

- Regularly meet with the treasurer of the organization to review the organization's financial position;

- Schedule annual audit of records or request an audit if the need should arise

b. The Vice President shall:

- Preside at meetings in the absence or inability of the president to serve;
- Perform administrative functions delegated by the president

c. The Secretary shall:

- Maintain the records of the minutes, approved bylaws and any standing committee rules, current membership and committee listing;

- Record all business transacted at each meeting of the corporation in a prescribed format;
- Maintain records of attendance of each board member;

d. The Treasurer shall:

- Present a current financial report to the Board quarterly;
- Maintain an accurate and detailed account of all monies received and disbursed;
- Reconcile all bank statements as received and resolve any discrepancies with the bank immediately;

- File annual IRS form 990 and OTC form 512-E in a timely manner;

e. The Information Officer shall:

- Maintain the website and electronic communication with members
- Post news and announcements and update website as needed

Section 5. Term. Each elected officer shall serve a term of two (2) years until a successor has been duly elected or appointed.

Section 6. Meetings. The Executive Board shall provide the time and place for the holding of at least one annual meeting of the Board, and of the additional regular meetings of the Board.

Section 7. Quorum. A majority of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 8. Proxy. No voting by proxy will be allowed.

Article Five

General Provisions

Section 1. Fiscal Year. The fiscal year of this organization shall be July 1 through June 30 of the following calendar year.

Section 2. Operating Funds. Operating funds shall be maintained in a general fund, and an accounting of such funds shall be presented at all meetings.

Section 3. Annual Statement. The officers shall present at each annual meeting a full and clear statement of the condition of the organization.

Section 5. Exemption. This nonprofit organization will qualify as a tax- exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue code and its Regulations as they now exist.

Article Six

Standing Committees

Section 1. Nominating Committee. Meet to receive nominations for the elected offices of the organization and to prepare a slate of nominees and a ballot for the election of officers. The committee shall be made up of the President, the Vice President and one at-large person appointed by the President.

Section 2. Membership Committee. Distribute membership information and coordinate membership drives. The Vice President shall chair the committee and name its members as needed.

Section 3. Budget and Finance Committee. Prepare an annual budget to be approved by the Board and arrange an annual audit of the financial records. The Treasurer shall chair the committee and name its members as needed.

Article Seven

Amendments

Section 1. Amendments to Bylaws. Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Executive Board, provided that such alterations, amendments, or proposed substitute Bylaws have been read or distributed to all members of the organization for comment.

Section 2. Amendments to the Articles of Incorporation. The Board may set forth any proposed amendment of the Articles of Incorporation, which, if approved by a majority of the Board at the next Board meeting shall become effective immediately.