

ADMINISTRATIVE LETTER

No. 132

Policy

Subject: CHAPTER ARTICLES/CONSTITUTION OR BYLAWS AMENDMENTS

Effective Date: July 1, 2001

No. Pages: 2

Approved By: Terrence J. Coan

Approval Date: May 30, 2001

Reference: Board of Directors 3/1/90

GENERAL

The Articles of Incorporation or Constitution, if unincorporated, and Bylaws form the basis for the governing and operation of the chapter. It is absolutely essential that these documents are written and approved so as to preclude successful legal challenge. All chapters, when they apply for a charter from the Association, submit their Articles of Incorporation or Constitution and Bylaws to both the Region Manager and the Director of Member Services for review prior to a charter being approved. Once they are approved, a chapter may amend its Constitution or Articles of Incorporation and its Bylaws only in accordance with the provisions of its Bylaws.

ACTION

Prior to adoption of any amendment to a chapter's Articles of Incorporation, Constitution or Bylaws, the Chapter President provides a review copy of the proposed amended documents, clearly showing the change from the current approved document, to the Region Manager and the Director of Member Services .

The Region Manager and the Director of Member Services coordinate an expeditious review of the proposed change, and the results of the review are communicated by the Region Manger to the Chapter President.

Each Chapter President insures that a current copy of the chapter's approved Constitution (Articles of Incorporation, if incorporated) and Bylaws are on file at ARMA Headquarters.

Each Chapter President reviews, in detail, changes to the Association Bylaws, as issued, to insure that the chapter's Bylaws are not in conflict. Revisions or amendments to the Bylaws of the Association are reflected in updated versions of AL 101.

CANCELLATION

This AL replaces AL 111 with an effective date of 04/10/90, which is now obsolete.

Bylaws of the __ (Name) __ Chapter
of
ARMA International

****ARTICLE I - NAME**

(copy from Articles of Incorporation)

← *verbatim*

****ARTICLE II - OBJECTIVES**

(copy from Articles of Incorporation)

← *verbatim*

****ARTICLE III - Members**

Section 1. Classes of members.

A. Regular Chapter Member

A duly qualified individual in good standing with the Association entitled to full right and benefits of ARMA International.

B. Honorary

An individual who has been granted life membership by ARMA International's Board of Directors.

C. Student

Any enrolled full time post-secondary student. Student membership does not convey the privileges of voting in ARMA International elections, __ (name) __ Chapter elections, or holding Chapter office.

D. Retired

A current or former member in good standing with the Association, who has retired from the profession of records management. Retired membership does not include the privilege of voting in an ARMA International elections, __ (name) __ Chapter elections, holding Chapter office, or receiving *The Information Management Journal*.

must have all four, same wording cannot have more

Section 2. Requirements

The requirements of for each of the various classes of membership and the processes for application, in addition to those contained within these bylaws and the bylaws of ARMA International shall be established and published by the ARMA International Board of Directors. Membership in ARMA or the __ (name) __ Chapter shall not be denied nor abridged on account of race, color, religion, sex, age, national origin, disability, sexual orientation or choice of life style.

Section 3. Qualifications

Any individual holding or occupying a position as manager, supervisor, educator, student or who is generally interested in the field of Records and Information Management, shall be eligible for membership. Any individual so qualified may not be excluded from nor denied membership in ARMA International or a Chapter thereof, subject to the provisions of Section 7. of this Article.

** = required, same language*

Section 4. Good Standing

A member in good standing is one whose current dues are paid to ARMA International, the ___(name)___ Chapter, and complies with the provisions and obligations of the Articles of Incorporation and the Bylaws.

Section 5 Applications

Applications for membership (regular or student) shall be made in writing on forms furnished by ARMA International for this purpose. Applications are to be sent directly to ARMA International.

Section 6 Non-Renewal and Reinstatement

- A. Members whose dues have not reached ARMA International or the Chapter within one calendar month following the expiration date of membership shall be considered non-renewed.
- B. A non-renewed member or a former member may apply for membership upon full payment of annual Association and Chapter dues.

Section. 7 Censure, Suspension or Expulsion

Any member may be censured or suspended by a majority vote of the Board of Directors of the Chapter for good cause if according to its findings, a violation of any provision or obligation of the Articles of Incorporation, Bylaws, or rules and regulations, has occurred. Any member may be expelled by a two-thirds vote of the Board of Directors of the Chapter for good cause if according to its finding, a violation of any provision or obligation of the Articles of Incorporation, Bylaws, or rules and regulations have occurred. Conduct unbecoming a member, conduct inimical to the welfare of ARMA International or the Chapter, and indebtedness to ARMA International or the Chapter shall also be causes for such disciplinary action. When such action is contemplated, the Board of Directors of the Chapter shall provide written notification to the party concerned, and afford an opportunity for a hearing before the Board or a special committee appointed by the Board for this purpose. Should revocation result, any dues paid to a date beyond such revocation will not be refundable.

Article IV - Officers and Their Duties

Section 1. Officers.

The officers of the chapter shall be a President, Vice President, Secretary, and Treasurer.¹

Section 2. Qualifications

*All officers shall be a member in good standing of ARMA International and the Chapter.²

Section 3. Nomination and Election.

Specify process

Section 4. Term of office

*All Officers shall assume office July 1. They shall serve for a term of ___(number)___ year(s) or until their successors are elected and have assumed duties. No officer except the Secretary or Treasurer shall serve more than ___(number)___ consecutive terms in the same office. An officer who has served for more than half a term shall be considered to have served a full term.

Section 5. Vacancies

A vacancy in any office except that of President shall be filled by election by the Board of Directors for the unexpired term.

Section 6. Duties and Responsibilities.

The officers shall perform the duties provided in this section and such other duties as are prescribed in these bylaws, by the board of directors, in the adopted parliamentary authority, or by ARMA International.

A. President. The President shall:

1. Preside at all meetings of the Board of Directors and of the members.
2. Appoint the chairmen of all standing committees with the approval of the Board of Directors.
3. Appoint all special committees
4. Be an ex-officio member of all committees except the nominating committee.
5. Other assigned duties³

B. Vice-President. The Vice-President shall:

1. Be an aide to the President
2. Perform the duties of President in the absence of that officer and in the case of permanent disability or resignation of that officer, shall succeed to that office for the unexpired portion of the term.
3. Other assigned duties³

C. Secretary. The Secretary shall:

1. Record the minutes of all meetings of the Board of Directors and the membership and send a copy of the minutes to the President within 10 days following the meeting.
2. Preserve all books and papers belonging to the chapter.
3. Conduct the official correspondence of the chapter.
4. Other assigned duties.³

D. Treasurer. The Treasurer shall:

1. Have custody of all of the funds of the chapter, which shall be deposited in a federally insured institution.
2. Keep a full and accurate account of receipts and expenditures.
3. In accordance with the budget adopted by the chapter, make disbursements as authorized.
4. Present a report at all meetings of the Board of Directors and Membership.
5. Prepare an annual report, which shall be submitted along with the financial records to the Auditing Committee. The Committee when satisfied that the treasurer's annual report is correct shall sign a statement of that fact at the end of the report.
- *6. Submit reports as required by ARMA International.

*Section 7. Removal

A. Any Chapter officer whose conduct shall be considered detrimental to the best interest of the ARMA International or the Chapter or who shall willfully exploit the organization for personal gain or otherwise violate the Bylaws as they are written or other rules or regulations may be removed from his/her office by a majority vote of the Board of Directors.

B. When such action is contemplated in the case of an officer, he/she shall be entitled to receive specific charges in writing from the Board of Directors and shall, if he/she expresses a desire in writing, be afforded an opportunity for a hearing before the Board of Directors or a special committee appointed by the Board of Directors for this purpose.

C. Any Officer removed from office under this section shall ineligible for election to any office for at least one term.

Article V - Meetings

Section 1. Regular Meetings.

Regular meetings of the members shall be held in the month of __ (specify) __. The dates and arrangements for these meetings shall be determined annually by the Board of Directors at their first meeting held following July 1. In the case of an emergency or extremely bad weather, a meeting may be cancelled by the President.

Section 2. Special Meetings.

Special meetings may be called by the president or by a majority of the Board of Directors. __ (Number) __ days or __ (hours) __ notice of the meeting shall be given.

Section 3. Annual Meeting.

The meeting held in __ (month) __ shall be the Annual Meeting at which annual reports shall be presented.

Section 4. Quorum.

__ (Number) __ members shall constitute a quorum for the transaction of business in any meeting of the chapter.

Article VI - Board of Directors

Section 1. Composition.

The Board of Directors, which is the governing body of the chapter, shall consist of the elected officers and __ (name others) __.⁴

Section 2. Duties. The Board of Directors shall:

- A. Manage the activities of the Chapter.
- B. Appoint the Auditing Committee and approve its' report.
- C. Approve an annual budget.
- D. Select the dates and make arrangements for meetings of the members.
- E. Other duties.⁵

Section 3. Meetings.

- A. The Board of Directors shall meet at least __ (number) __ times annually the dates and time to be decided at its first meeting.
- B. A majority of the Board of Directors shall constitute a quorum.
- C. Special meetings of the Board of Directors may be called by the President or by a majority of its members. __ (Number) __ days or __ (hours) __ notice shall be given.
- D. In the case of an emergency or extremely bad weather, a meeting may be cancelled by the President.

****Article VII - Finances**

Section 1. Fiscal Year. The fiscal year of the Chapter shall begin on July 1st and end June 30th of the following year.

Section 2. Membership Dues. Membership dues for the Chapter shall be set by the Board of Directors in advance of the new fiscal year. The amount will be in addition to the amount designated by the Association. The Chapter shall notify the Association of any changes in local dues no later than May 1st.

Article VIII - Committees

Section 1. Committees. The Board of Directors may create such standing committees, as it may deem necessary, to promote the purposes and carry on the work of the chapter. The term of each chairman shall be for one year or until a successor has been selected.

Section 2. Duties of Committees. Committees shall perform duties as specified by the Board of Directors.

Section 3. Plan of Work. The chairman of each standing committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

Section 4. Ex officio Member. The president shall be a member ex officio of all committees except the Nominating Committee.

****Article IX – Dissolution**

In the event of dissolution of the Chapter, all of its assets shall be paid over or transferred to one of more exempt organization of the kind described in Section 170(b)(1)(A) of the Internal Revenue code 1954, as amended, and the regulations promulgated thereunder, as both now exist or may hereafter be amended. These assets are to be paid over or transferred to ARMA International as prescribed in its Policies.

****Article X - Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the chapter in all cases not provided for in these Bylaws or Articles of Incorporation and ARMA International Policies and Procedures.

****Article XI - Amendment**

These bylaws may be amended by a two-thirds vote of the active members (Board of Directors) provided that notice of the proposed amendment has been sent in writing at least thirty (30) days prior to the meeting at which and amendment is voted. Proposed amendments shall be reviewed by ARMA International's Director of Member Services and the Region Manager prior to notice being sent to the members to insure that the proposed amendment does not conflict with ARMA International Policy.

NOTES

Other Articles may be added, if needed.

Mission Statements, Vision Statements, and Codes of Ethics do not belong in Bylaws.

Detailed procedures belong in Policies and Procedures.

Each Chapter is required to include in its Bylaws the portions marked (Articles and Sections) by a double star. () These are ARTICLES I., II., III., VII, IX., X., XI.

Also required are those sections and sentences marked with a single star (*) These are ARTICLE IV., Section 2., first sentence; Section 4., first sentence; Section 6., D.; and Section 7.

¹The number of officers in addition to the basic four is optional and may include a president-elect and more than one vice-president.

²Other qualifications may be added.

³List other duties for this officer to perform.

⁴Others that may be on the Executive Board are the Immediate Past President and Chairman of specified Standing Committees.

⁵List other duties of the Board of Directors.