

BYLAWS

ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATORS, INC.

WESTERN MICHIGAN CHAPTER

(As revised 01/05/2012)

ARTICLE I. NAME

This not-for-profit organization shall be known as the Western Michigan Chapter, Association of Records Managers and Administrators, Inc.

ARTICLE II. OBJECTIVES

The mission of ARMA International is to provide education, research, and networking opportunities to information professionals, to enable them to use their skills and experience to leverage the value of records, information, and knowledge as corporate assets and as contributors to organizational success.

The objectives of the Western Michigan Chapter are:

- A. To advance Records and Information Management as a discipline and a profession;
- B. To promote and organize a program of research, standards, publications, seminars, conferences, education, and training in the field of Records and Information Management;
- C. To take all necessary steps to help individuals to become more professional and to promote working relationships with related professional groups.

The Chapter Board of Directors is responsible for development of general policies and procedures for the organization and operation for the Chapter and for the administration of the approved procedures. No Chapter policies or procedures will be in conflict with ARMA International's policies or procedures.

ARTICLE III. MEMBERSHIP

SECTION 1. Qualifications

Any individual, holding or occupying a position as manager, supervisor, educator, or student generally interested in the field of Records and Information Management, shall be eligible for membership. Chapter members must also be members of ARMA International. Any individual so qualified may not be excluded from or denied membership in ARMA International or a Chapter thereof, subject to the provisions of Section 7 of this Article.

SECTION 2. Membership Classes

The Western Michigan Chapter shall have four classes of members:

- A. Regular. A duly qualified individual in good standing with the Association entitled to full rights 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, Western Michigan 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 election, Western Michigan Chapter elections, holding Chapter office or receiving *The Information Management Journal*.

SECTION 3. 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 Western Michigan 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 4. Good Standing

A member in good standing is one whose current dues are paid to ARMA International, the Western Michigan Chapter and who complies with the provisions 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. ORGANIZATION

SECTION 1. Governing Body

- A. The governing body of the Chapter shall be known and referred to as the Board of Directors. It shall consist of the elected officers, four (4) directors, and the immediate past president.
- B. The management of the Western Michigan Chapter, its affairs, meetings, and property shall be vested in the Board of Directors and upon a majority vote, the Board of Directors shall have power to:
 - 1) Approve appointed officers in the event of vacancies during an unexpired term;
 - 2) Suspend with cause or reinstate any member in accordance with Article III, Section 4;
 - 3) Remove any Committee Chairperson with cause;
 - 4) Approve all cash disbursements;
 - 5) Arrange an annual audit of the books of the Treasurer at the close of his/her term; the audit report shall be presented to the Board of Directors at the August meeting;
 - 6) Perform other duties deemed necessary for Chapter management.

SECTION 2. Elected Officers – Terms and Qualifications

- A. The seven (7) elected officers of the Chapter shall be President, President-Elect, Vice President of Programs, Vice President of Membership, Secretary, Treasurer, and Newsletter and Online Media Coordinator.
- B. All elected officers must be Chapter Members in good standing.

- C. Officers shall be elected for a one-year term beginning on July 1 of the same year and ending June 30 of the following year.
- D. Officers shall hold office until their successors are installed.

SECTION 4. Duties of Elected Officers

- A. The President shall be the Chief Executive Officer of the Chapter and exercise general supervision over the affairs of the Chapter; be responsible for the enforcement of the Bylaws and all directives of the Board of Directors; preside at all meetings of the Chapter and of the Board of Directors; appoint, with the approval of the majority vote of the Board of Directors, all standing committee chairpersons, unless provided otherwise in the Bylaws and, if necessary, appoint members of all committees or at his/her discretion authorize the Board of Directors to make such appointments; serve as ex-officio member of all standing committees except the Nominating Committee, keep the Board of Directors fully informed of the activities of the Chapter; deliver to his/her successor in office all books, papers, records, and other property of the Chapter for which he/she is or may become responsible; and perform all other duties pertaining to this office.
- B. The President-Elect shall assume all of the duties of the President during his/her absence or disability; assist the President with his/her duties; serve as an ex-officio member of and be responsible for coordinating the activities of all special committees; perform such other duties as may be assigned by the President and/or Board of Directors; and train to assume the presidency.
- C. The Vice President of Programs shall be the Chairperson of the Program Committee. They will work with the Committee to find speakers/meeting topics, meeting facilities, food, etc. They will make sure that all needs are met (to the best of their ability) for the speakers, attendees, and facilities.
- D. The Vice President of Membership shall develop, recommend, and implement ways and means to recruit qualified members, and submit to ARMA International (if necessary) any applications and dues of new Chapter members. This person will be responsible for making sure the membership listing is current and available for all members throughout the year and will also assemble the Welcome Letter and any other needed materials for new members and present them to the new and prospective members.
- E. The Secretary shall be the official custodian of all records of the Chapter, including the Chapter charter; keep a record of all meetings of the Board of Directors and meetings of the Chapter membership; distribute to the Board of Directors copies of the minutes of all meetings; and perform such other duties as provided in the Bylaws or as may be assigned by the President and/or Board of Directors.
- F. The Treasurer shall be the custodian of all funds of the Chapter; receive all payments to which the Chapter is entitled; disburse funds of the Chapter only on approval of the Board of Directors; deposit all funds in the name of the Chapter in depositories approved by the Board of Directors; provide budgets

- and statements of the financial condition of the chapter at the close of each fiscal year and at such other reasonable times as the Board of Directors may require; and serve as chairperson of the Budget and Finance Committee.
- G. The Newsletter and Online Media Coordinator shall publish the Chapter's newsletter and make it available to all Chapter members as well as maintain, if applicable, any Chapter online media such as but not limited to the Chapter website and any Chapter social media.

SECTION 5. Vacancies and Appointed Officers

Vacancies occurring in any office or among the Directors shall be filled by appointment for the unexpired term by the President with the approval of the majority vote of the Board of Directors. If any Officer or Director is absent from three (3) consecutive Board of Directors meetings for causes unacceptable to the Board of Directors, a vacancy shall be considered to exist and a successor shall be appointed.

SECTION 6. 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 be ineligible for election to any office for at least one term.

ARTICLE V. ELECTION PROCEDURES

In May each year, the Chapter members in good standing shall elect Chapter Officers, each for a one-year term, and two (2) Directors, each for two-year terms as provided in Article V of the Bylaws.

SECTION 1. Nomination Procedures

- A. The Past President shall prepare a slate of at least one nominee for each elective office to be filled, and shall present such slate to the Board of Directors at their April meeting each year.

At the Chapter meeting in April, the presiding officer shall call for any additional nominations from the floor. In order for such nominees to appear on the ballot, the individuals named must be contacted and be willing to serve, if elected.

SECTION 2. Election Procedures

- A. Voting shall be distributed by mail, email, or Web site to Chapter members in good standing.
- B. Voting shall be by secret ballot. Such ballots shall contain only necessary instructions for proper completion, the names of the nominees, and spaces for write-in candidates for each office. There will be no individual voter identification on any ballot.
 - 1) To be valid, all ballots will be returned to the Past President.
 - 2) In the instance that there is only one candidate for a position, no election will be held for that office and that individual will be appointed to the board by acclamation.
 - 3) Any candidate who receives a majority of votes on any ballot shall be declared elected.
 - 4) If no candidate receives a majority of votes on the first ballot, a second ballot shall be taken on the two candidates who received the highest number of votes.
 - 5) The Past President shall tabulate the ballots and report the results to the President, who shall immediately announce the results to the membership.

ARTICLE VI. MEETINGS

SECTION 1. Chapter Meetings

A minimum of six (6) Chapter Membership Meetings shall be held annually.

- A. A Special Meeting of the Chapter Membership may be called by the Board of Directors or by petition to the Board of Directors of ten (10) members in good standing. Notice of such Special Meeting shall be distributed by the Secretary to all Chapter Members in good standing, at least ten (10) days prior to the date fixed for such Special Meeting, and such notice shall be accompanied by an Agenda of the Special Meeting.
- B. A quorum must be present to conduct business coming before the Chapter Membership at a Special Meeting. A quorum shall consist of forty (40) percent of the Chapter Members in good standing. No voting by proxy shall be permitted.

SECTION 2. Board of Directors Meetings

Unless otherwise notified, the Board of Directors Meetings shall be held prior to the Chapter Membership Meetings. Board Meetings shall be open to all members in good standing.

- A. Special meetings of the Board of Directors may be called by the President or any four (4) members of the Board of Directors.
- B. A quorum must be present to conduct business coming before the Board of Directors at any of its meetings. The quorum shall consist of two-thirds (2/3) of the members of the Board of Directors. No voting by proxy shall be permitted.

SECTION 3. Suspension of Rules of Order

Any Rule of Order may be suspended temporarily by a two-thirds (2/3) majority vote of Chapter Members in good standing present at any meeting.

ARTICLE VII. FINANCES

SECTION 1. Fiscal Year

The Fiscal Year of the Chapter shall begin July 1 and end June 30 of the following calendar year.

SECTION 2. Chapter Dues

- A. 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.
- B. The Chapter dues structure must provide for the payment of ARMA International dues to ARMA International Headquarters.

SECTION 3. Resignations

A member may resign at any time upon submission of written notification to the Board of Directors. Any dues paid to a date beyond such resignation will not be refundable.

ARTICLE VIII. COMMITTEES

SECTION 1. Standing Committees

The President shall be responsible for seeing that the Standing Committees are

appointed from the members of the Chapter to serve one year from the date of installation of officers and directors or until June 30. Unless otherwise provided in the Bylaws, the Chairperson of each Standing Committee shall be appointed by the President with the approval of the majority vote of the Board of Directors. Unless otherwise provided in the Bylaws, members of Standing Committees shall be appointed by the Chairperson of each such committee. The Standing Committees shall include:

Budget and Finance Committee
Nominating Committee
Program Committee
Public Relations Committee

In addition to such other duties as may be assigned by the President, the duties of the Standing Committees are as follows:

A. Budget and Finance Committee

- 1) Presents a budget for each fiscal year to the Board of Directors at the August meeting.
- 2) Advises the President and Board of Directors in financial matters concerning the Chapter.
- 3) Examines fiscal policy from time to time or as directed by the President.
- 4) Advises the President and Board of Directors with regard to the disposition of any surplus funds.
- 5) Required to submit the IRS 990 form to Headquarters in August.

B. Nominating Committee. The Nominating Committee shall consist of the Immediate Past President, who shall be Chairperson and two (2) regular Chapter Members in good standing and approved by the Board of Directors.

- 1) Secures nomination for officers and directors.
- 2) Prepares a slate of at least one nominee for each elective office to be filled.
- 3) Presents such slate to the Board of Directors for approval at the April Board of Directors Meeting. Prior to submitting the names of candidates to the Board of Directors, all nominees must have accepted and agreed to serve, if elected.
- 4) Prepares and distributes to all members the election ballots, in accordance with Article VI, Election Procedures.

C. Program Committee. The Program Committee shall be chaired by the Vice President of Programs.

- 1) Plans and presents programs consistent with the objectives and in the best interest of the Chapter and Association and schedules and arranges for such programs.
- 2) Submits to the Newsletter Committee the time, place, title, topic, speaker,

- and any significant arrangement details of each program scheduled.
- 3) Sends an advance notice to each speaker prior to the meeting and a letter of appreciation on behalf of the Chapter after each program.
 - 4) Arranges for the meeting facilities and any additional requirements.

D. Public Relations Committee

- 1) Provides and maintains a suitable public relations and publicity program consistent with the objectives and in the best interest of the Chapter and Association.
- 2) Prepares and issues press releases, subject to approval of the Board of Directors.
- 3) Supervises and handles public relations assignments pertinent to official activities of the Association, the Chapter or its individual members, using radio, TV, printed publications, and other media, as directed by the Board of Directors.
- 4) Maintains public relations contacts with members of the press, interested business organizations, and appropriate school administrators.

SECTION 2. Ad Hoc Committees

Special committees and their chairperson shall be appointed by the President when deemed necessary by the President and/or the Board of Directors.

ARTICLE IX. DISSOLUTION

Upon dissolution of the Corporation, all of its assets shall be paid over or transferred to one or more exempt organizations of the kind described in Section 170 (b) (1) (A) of the Internal Revenue Code of 1954, as amended, and the regulations promulgated there under, 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 in all cases to which they are applicable and where they do not conflict with the Chapter Constitution and Bylaws and ARMA International Administrative Letters.

ARTICLE XI. AMENDMENTS

SECTION 1. The Region Manager and ARMA International Director of Member Services should review any amendments to Chapter Bylaws prior to adoption to insure that the revisions are in compliance with ARMA International.

SECTION 2. Proposals to amend these Bylaws may be made by the Board of Directors

upon an affirmative vote of 2/3 of its members present and voting or by petition to the Board of Directors of twenty percent (20%) of the Chapter Members in good standing.

SECTION 3. Within thirty (30) days following the Board of Directors Meeting at which any proposal to amend the Bylaws is made, the Secretary shall distribute to each Chapter Member in good standing a dated Notice of Proposal with a link to the official ballot stating the proposed Amendment; each member will complete and submit the ballot sending it directly to the Chapter President. To be valid, the Chapter President must receive all ballots within fifteen (15) days of the date of said Notice of Proposal. President shall tabulate the valid votes and certify the results to the Board of Directors within five (5) days following the date provided herein for ballots to be received by the President.

SECTION 4. The Bylaws shall be amended by an affirmative vote of 2/3 of the ballot votes received by the Chapter President. Amendments to the Bylaws shall be effective the date certification of balloting results is made by the President.