

CHAPTER BYLAWS

ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATIONS, INC. (PITTSBURGH CHAPTER) (PITTSBURGH, PA)

PREAMBLE

The Association of Records Managers and Administrators (ARMA International) is an organization of individuals whose broad purposes are:

- 1) To advance Records and Information Management as an art and science;
- 2) To promote and organize a program of research, standards, publications, seminars, conferences, education and training in the field of Records and Information Management;
- 3) To take all necessary steps to help individuals to become more professional and to promote working relationships with related professional groups.

These individuals may be organized into chapters.

The ARMA International Board of Directors is responsible for the development of general policies and procedures for the organization and operation of the association on an international basis.

The ARMA International Executive Director is responsible for the implementation and administration of the approved policies and procedures.

Each Chapter Board of Directors is responsible for development of general policies and procedures for the organization and operation of 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. Chapters who do not comply with ARMA International's policies and procedures are subject to charter revocation by the ARMA International Board of Directors.

CODE OF ETHICS

I, as a member of the Association of Records Managers and Administrators, Inc., and in accordance with its Articles of Incorporation and Bylaws, acknowledge that:

I have an obligation to other members of this Association, my country, my employers, and my fellow employees to contribute, whenever possible, to the promotion and improvements of the profession of records management, especially through training, study, education, and research;

I have an obligation to share and disseminate accurate knowledge of the various areas of records management;

I have an obligation to maintain and enhance the reputation of the Association by exemplary conduct and performance of duties to the best of my ability;

I further acknowledge that I must make an earnest effort, as a matter of integrity, to fulfill these obligations.

ARTICLE I - NAME

The name of this Chapter shall be the **ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATORS, INC. - PITTSBURGH CHAPTER.**

ARTICLE II - OBJECTIVES

- 1) To promote a broader understanding of the value of records management. Records management is defined as that function of business management concerned with the creation, use, retrieval, maintenance, protection, preservation and disposal of records.
- 2) To promote and advance records and information management and related fields through study, education and research.
- 3) To advance knowledge and techniques by sharing and exchanging experiences and information related to records management.
- 4) To develop and advance standards of professional competence in the field of records management.

ARTICLE III - MEMBERS

Sec. 1 Requirements - The requirements for each of the various classes of membership, and the processes for application, in addition to those contained in these Bylaws, shall be established and published by the ARMA International Board of Directors.

All actions relating to membership shall be based solely on the individual's qualifications, with adherence to the principles of equality of opportunity and to all applicable non-discrimination laws.

Sec. 2 Qualifications - Any individual interested in the field of Records and Information Management, shall be eligible for membership. Any individual so qualified may not be excluded from or denied membership in ARMA International.

Sec. 3 Membership Classes – An individual must be a member of ARMA International in order to be a member of the Pittsburgh Chapter. The Pittsburgh Chapter of ARMA International shall have three classes of membership:

1. Regular - A duly qualified individual who is a member in good standing with ARMA International, and is entitled to full rights and benefits.
2. Honorary - An individual who has been granted life membership by ARMA International's Board of Directors. The individual may also become a member of a chartered chapter.
3. Student - Any enrolled full time post-secondary student. Student membership does not convey the privileges of voting in either ARMA International or the Pittsburgh Chapter elections, holding elective office, or chairing committees.

Sec. 4 Good Standing - A member in good standing is one whose current dues are paid and who complies with the provisions of the Articles of Incorporation, the Bylaws, and the Code of Ethics.

Sec. 5 Revocation - A member may be disciplined by the Board of Directors, if, according to its findings, violation of any provisions or obligations of the Articles of Incorporation, Bylaws, or Code of Ethics has occurred. When such action is contemplated, the Board of Directors shall provide written notification to the party concerned and afford an opportunity for a hearing before the Board or a special committee appointed for this purpose. Should revocation result, any dues paid to a date beyond such revocation will not be refundable.

ARTICLE IV - FINANCES

Sec. 1 Fiscal Year

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

Sec. 2 Chapter Dues

- A. Chapter membership dues and Chapter fees shall be set at the discretion of the Chapter Board of Directors.
- B. The chapter dues structure must provide for the payment of ARMA International dues to ARMA International Headquarters.

Sec. 3 Delinquency and Reinstatement

- A. Members whose dues have not reached ARMA International Headquarters within one calendar month following the expiration date of membership shall be considered delinquent and will be automatically dropped from both ARMA International and Pittsburgh Chapter membership.
- B. A delinquent or former member may apply for reinstatement following the criteria as provided for new members in Article III, Section 2.

ARTICLE V - OFFICERS

Sec. 1 Elected Officers:

- A. The elected Officers (Board of Directors) of this Chapter shall be:

- President
- Vice President
- Secretary
- Treasurer
- Directors at Large (2)

- B. All Officers shall be elected by vote of those persons holding full memberships, and with the exception of the President, shall be entitled to one vote each on the Board of Directors.
- C. The President shall vote only in case of a tie vote among the Officers of the Board of Directors.

Sec. 2 Non-elected Officers:

A. The non-elected Officers of this Chapter shall be:

Immediate Past President
Current Newsletter Editor

B. The Immediate Past President is a voting officer. The current Newsletter Editor serves in an ex officio capacity on the Board and does not have voting privileges.

Sec. 3 Term of Office:

All Officers shall serve for a period of two years, and may be re-elected for one consecutive term. No elected Officer may serve for more than two consecutive terms in the same office, without the approval of the voting members.

Sec. 4 Removal from Office:

Any officer may be removed from office with cause by a two-thirds vote of the Board members, who are qualified to vote, at any regular or special meeting.

Sec. 5 Duties of Officers:

A. The President shall be the Executive Officer of the Chapter; preside at all meetings; appoint the Chairpersons of the Standing Committees unless otherwise prescribed in the Bylaws; represent the Chapter at the Association level, vote on Association issues as directed by the Board of Directors and keep the Chapter informed of Association activities. The President may delegate the right to act in specific matters provided it is done in writing.

B. The Vice President shall assume the duties of the President at meetings from which the President is absent. The Vice President shall be the Chairman for the Annual Seminar and be responsible for the necessary development, organization and implementation for all phases of the program.

C. The Secretary shall be the official custodian of Chapter records and shall keep records of all meetings of the Chapter and its Board of Directors.

D. The Treasurer shall collect all monies due the Chapter from any source and shall make proper disbursement.

E. The two Directors at Large and the Immediate Past President shall provide advice and counsel on all Chapter matters and shall assume additional responsibilities as may be assigned by the President.

Sec. 6 Vacancy in Elected Offices:

- A. In the event that the President is unable to discharge the duties of this Office, the vacancy shall be filled by the Vice President.
- B. All other vacancies shall be filled by appointment by the President with the approval of a majority of the Board of Directors.
- C. Any such vacancy shall be so filled for the remaining portion of the respective unexpired term. Any person filling such a vacancy shall nevertheless be eligible for election to that office for two full terms thereafter (See Sec. 3).

ARTICLE VI - NOMINATION AND ELECTION OF OFFICERS

Sec. 1 Nomination Procedure:

The President shall appoint a three member Nominating Committee. One of those persons shall be the Immediate Past President who will serve as Chairperson of the committee. This Nominating Committee shall be responsible for making nomination recommendations one month prior to the annual election. Those individuals wishing to be considered as write-in candidates must submit their names and qualifications to the Nominating Committee prior to the preparation and mailing of the ballots.

Sec. 2 Election Procedure:

- A. The Secretary shall direct the mailing of ballots to all members three weeks prior to the annual May election.
- B. Officers for the ensuing year shall be elected at the regular May meeting, and shall take office at annual June meeting.
- C. Officers shall be elected by ballot at the annual election. Ballots must be returned by mail and must be in the Secretary's possession prior to the annual election. Returned ballots shall be counted at the May meeting. Election shall be based on the successful candidate receiving a plurality of the votes cast.
- D. In the event the slate of candidates proposed by the Nominating Committee is unopposed, no ballot will be prepared, and the Secretary shall cast a unanimous ballot for the proposed slate.
- E. Any candidate may protest the election results by petitioning the Nominating Committee in writing with verifiable reasons for said protest. The

Nominating Committee shall investigate the claims and make a determination as to any required action. The elected candidate shall serve in office until disaffirmed.

ARTICLE VII - BOARD OF DIRECTORS

Sec. 1 Composition:

The voting Board of Directors shall consist of all elected Chapter Officers and the immediate Past President.

Sec. 2 Governing Body:

A. The Board of Directors shall be the governing body authorized to handle all policy matter of the Chapter. The President shall be the Chairperson of the Board of Directors and shall be responsible for proper notification to members of any recommendations made or actions taken.

B. Administrative Letters delineating specific responsibilities of the individual members of the Board of Directors shall govern. Amendment of these letters shall require approval of the Board of Directors.

C. It is hereby declared that the Board of Directors shall have the following powers:

First – To alter, suspend or repeal the Bylaws of the Chapter in whole or in part.

Second – To conduct, manage and control the affairs and business of the Chapter, and to make such rules and regulations therefore not inconsistent with the law or with the Chapter Bylaws, as they may deem best.

Third – To appoint committees and to delegate to such committees any of the powers and authority of the Board in management of the business and affairs of the Chapter.

Fourth – To adopt rules of procedure for the Board of Directors.

Fifth – To define and direct the vision of where the Chapter is going and develop, approve and manage the policies and objectives that guide the Chapter to achieve strategic, mission-critical results.

Sec. 3 Meetings:

- A. The Chapter shall meet once each month with the exception of July and August. Visitors are always welcome.
- B. The annual meeting of the Chapter and the installation of Officers shall be held in June of each year.

Sec. 4 Quorum:

A majority of the Board of Directors constitutes a quorum to transact Chapter business.

ARTICLE VIII - COMMITTEES

All committees shall consist of a Chairperson appointed by the President and at least two other Chapter members to be selected by the Chairperson unless otherwise prescribed in these Bylaws.

Sec. 1 Standing Committees:

- A. Advisory - All members of this committee are to be appointed by the President. At least one member is to be a Past President, and the committee is to be chaired by a Past President. Its functions shall be the development and recommendation of long-range plans to increase the Chapter's scope of operation and further the objectives of records and information management.
- B. Legislative – This committee's function shall be to insure that all Chapter and Board of Directors meetings are conducted in accordance with established practices and to keep the Chapter Bylaws in conformance with the Constitution and Bylaws of the Association.
- C. Membership - This committee shall be chaired by a person appointed by the President. Its functions shall be the solicitation and acceptance or rejection of all applicants for membership with the approval of a majority of the Board of Directors. It shall initiate disciplinary action against any member if necessary.
- D. Newsletter – The newsletter editor's function shall be to edit, publish and distribute the Chapter Newsletter. The Board of Directors shall exercise general policy control and direction of the Newsletter.
- E. Program – This committee's function shall be the development of the Chapter's programs for the regularly scheduled meetings. The agenda of these programs shall be approved by the majority of the Board of Directors.

Sec. 2 Special Committees:

- A. Nominating Committee as prescribed in Article VI.
- B. Audit Committee – This committee shall consist of three members appointed by the President and shall audit the financial records for the fiscal year prior to forwarding the records to the incoming Treasurer.
- C. Special and Ad Hoc Committees – These committees shall be created as may be necessary to administer or advance the affairs of the Association and the Pittsburgh Chapter.

ARTICLE IV – AMENDMENTS

- 1. Amendments to the Bylaws may be presented in writing by any member to the Board of Directors who, upon approval, shall direct the Secretary to mail the proposed amendment or amendments to the voting membership at least two weeks prior to voting.
- 2. The Bylaws may be amended by an affirmative two-thirds vote of the returned mail ballots that have been sent to the entire voting membership.
- 3. Any revision and/or amendment to Chapter Bylaws should be reviewed by the Regional Vice President and ARMA International Executive Director to insure that the revisions are in compliance with ARMA International Bylaws.

ARTICLE X – PARLIAMENTARY AUTHORITY

The current edition of Robert’s Rules of Order New Revised shall govern the proceedings the Pittsburgh Chapter of ARMA in all cases not provided for in these Bylaws and the Administrative Letters. The parliamentary authority adopted by ARMA International shall be adopted by each ARMA Chapter and each ARMA Committee.

ARTICLE XI – DISSOLUTION

Upon dissolution of the Corporation, any remaining assets after all liabilities have been satisfied, 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 thereunder, as both now exist or may hereafter be amended.