

**Bylaws of the Triangle Chapter
of
ARMA International**

ARTICLE I - Name

Association of Records Managers and Administrators – Triangle Chapter

ARTICLE II - Objectives

The objectives and purposes of this not for profit, educational organization are:

1. To promote and advance the improvement of Records and Information Management and related fields through study, education and research;
2. To advance professional knowledge and techniques by sharing and exchanging experiences related to the field of Records and Information Management;
3. To develop and advance standards of professional competence in the field of Records and Information Management;
4. To encourage, sponsor, and publicize the attainment of the objectives and purposes, and
5. To formulate social events so that people of professional affinity may meet and get to know each other.

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 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, Triangle 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, Triangle Chapter elections, holding Chapter office, or receiving *The Information Management Journal*.

Section 2. Requirements

The requirements 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 Triangle 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.

Section 4. Good Standing

A member in good standing is one whose current dues are paid to ARMA International, the Triangle 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 members in good standing of ARMA International and the Chapter.²

Section 3. Nomination and Election.

Suggestions for nominations for chapter offices may be made by any chapter member and shall be submitted to the Nominating Committee two (2) weeks in advance of the Chapter's annual business meeting in May. Based on chapter input, the Nominating Committee shall determine a slate of officers and submit this to the Board of Directors for acknowledgement. After acknowledgement by the Board, the slate of officers is presented for election to the full chapter at the May business meeting.

Voting shall be by secret ballot, except when there is only one candidate for a particular office, in which case the election of such a candidate will be by acclamation. Any candidate who receives a majority (over 50%) of votes cast on any ballot shall be declared elected. If no candidate receives a majority on the first ballot, a second ballot shall be taken on the two (2) candidates who receive the highest number of votes.

Section 4. Term of office.

All Officers shall assume office July 1. They shall serve for a term of 1 year or until their successors are elected and have assumed duties. There shall be no limit to the number of terms an officer can remain in the same office. However, the retention of their position is subject to the annual nomination and election process as outlined in Section 3 of this article. 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 majority vote of the Board of Directors. If any officer or director is absent from two (2) consecutive Board of Directors' meetings for causes unacceptable to the Board of Directors, a vacancy shall be considered to exist and a successor will be appointed.

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. Serve as executive head of the Chapter and shall exercise general supervision over its affairs.
2. Preside at all meetings of the Board of Directors and of the members.

3. Appoint the chairmen of all standing committees with the approval of the Board of Directors, and if necessary, members of all committees, or, at his/her discretion, may authorize the Board of Directors to make such appointments.
4. Appoint all special committees, chairs.
5. Be an ex-officio member of all committees except the nominating committee.
6. Keep the Board of Directors fully informed of the activities of the Chapter and shall 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.

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. Be an ex-officio member of all special committees.
4. Other duties as assigned.

C. Secretary. The Secretary shall:

1. Record and maintain 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. Serve as chapter historian and librarian, preserving all books and papers belonging to the chapter.
3. Conduct the official correspondence of the chapter.
4. Other duties as assigned.

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 subject to inspection by the Board of Directors.
3. In accordance with the budget adopted by the chapter, make disbursements as authorized.
4. Be kept in the name of the chapter disbursed only on vouchers approved by the President or Vice President and, when necessary, the Chapter member in charge of the activity involved.
5. Present a report at all meetings of the Board of Directors and Membership.
6. 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.
7. Submit reports as required by ARMA International.
8. Other duties as assigned.

E. Membership Chair. The Membership Chair shall:

1. Maintain the official list of membership.
2. Forward membership applications from new members to ARMA International for action.

3. Notify ARMA International of all changes in membership, including change of address and job reclassification.
4. Coordinate all activities of the Membership Committee and shall be assisted by this committee.
5. Other duties as assigned.

F. Program Chair. The Program Chair shall:

1. Be responsible for coordinating monthly programs including contacting speakers and making all other necessary arrangements required for specific meetings.
2. Be assisted in these activities by the Program Committee.
3. Work with the Webmaster, and Hospitality Chair so meeting notices and web page links are circulated to chapter members on a regular basis.
4. Other duties as assigned.

G. Webmaster. The Webmaster shall:

1. Be responsible for managing the chapter's web site and for electronic dissemination of chapter notices and information, and other duties as assigned by the President and/or Board of Directors.
2. Other duties as assigned.

H. Hospitality Chair. The Hospitality Chair shall:

1. Be responsible for sending monthly meeting announcements to members and obtaining and reporting expected meeting headcount for catering purposes.
2. Be responsible for welcoming meeting attendees and providing the Treasurer with a list of members to be billed and total attendance figures.

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 be 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 months of September through May. 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. Five days or 120 hours notice shall be given and notice shall be accompanied by an agenda of the meeting.

Section 3. Annual Meeting.

The meeting held in May shall be the Annual Meeting at which annual reports and the slate of new officers shall be presented.

Section 4. Quorum.

Five (5) 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 the Immediate Past President. The term of the Immediate Past President shall last until the incumbent President is replaced. The maximum term for the past president on the Board of Directors shall be two (2) years.

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.

Section 3. Meetings.

- A. The Board of Directors shall meet at least monthly, September through May. The dates and time to be decided at its first meeting.
- B. The annual Board of Directors Planning meeting(s) of the outgoing and incoming members of the Board of Directors shall be held during the summer recess. The purpose of the meeting(s) shall be to plan chapter programs for the upcoming year. The scheduling of this meeting(s) will be decided upon by the Board of Directors at the Annual Meeting.
- C. A majority of the Board of Directors shall constitute a quorum.
- D. Special meetings of the Board of Directors may be called by the President or by a majority of its members. Five days or 120 hours notice shall be given.

- E. In the case of an emergency or extremely bad weather, a meeting may be cancelled by the President.
- F. All Board of Directors meetings are open to the membership. The appointed chairpersons of standing committees are particularly urged to meet with the Board of Directors, but they have no voting power.
- G. The President shall send meeting agendas to the Board of Directors at least two days prior to the meeting. There shall be no voting by proxy.

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 and ad hoc committees, as it may deem necessary, to promote the purposes and carry on the work of the chapter. The chairs of standing and ad hoc committees, with the exception of the nominating committee, shall be appointed by the President with the approval of the Board of Directors. Other members of such committees shall be appointed by the chairs. 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.

Section 5. Committees/Duties.

- 1. Membership
 - a. To develop, recommend and implement ways to recruit qualified members;
 - b. To maintain membership at a level commensurate to successful programming;
 - c. To process membership applications;
 - d. To assemble and deliver all material for new membership kits.

2. Publicity
 - a. To introduce and inform the business and general public and other professional organizations with the purpose and objectives of the Association;
 - b. To publicize all related activities, events and accomplishments of the Association, ARMA Triangle Chapter, or its individual members.
3. Program
 - a. To develop and produce the annual Triangle Chapter brochure which lists the program schedule for the year;
 - b. To schedule and arrange for programs and/or speakers as far in advance as possible, including arrangement for the place of meeting and meals;
 - c. To send advance reminder notices to each speaker and a letter of thanks on behalf of the Chapter after the program;
 - d. To work with the Hospitality Committee in sending and receiving reservation requests and be responsible for final adjustment of reservations at place of meeting;
 - e. To request of speaker whether he/she will need any special equipment and secure same;
 - f. To purchase and present a complimentary gift to the speaker on behalf of the Chapter;
 - g. To advise successor chair of desirable programs that could not be scheduled but may be secured later.
4. Seminar
 - a. To work with the Program Committee in making arrangements for the chapter's annual seminar. These arrangements shall include securing speakers, arranging for a suitable location, determining a menu, contacting vendors who may wish to exhibit and/or donate goods or services, compiling a mailing list, mailing a brochure and arranging for other suitable publicity, and handling additional tasks as necessary.
 - b. The Seminar Committee shall be appointed by the President and shall include the Program Chair.
5. Nominating
 - a. To secure nominations for the officers and directors prior to the May Board meeting;
 - b. To contact all individuals nominated to determine if they are willing to accept;
 - c. To submit nominations to the Board of Directors for approval at the May Board meeting (to be held prior to the annual business meeting);
 - d. To present candidates for offices at the annual business meeting in May. (The presiding officer shall call for nominations from the floor before the election of each officer and director.)
 - e. This committee shall consist of three (3) members selected by the Board of Directors. A chair will be designated by the Board.
6. Legislative
 - a. To prepare and/or revise the language, format, and relationship of all proposed amendments to the existing Constitution and Bylaws as directed by the Board;
 - b. To submit such proposals in writing to the Board of Directors for their action as described in Article XI of the Bylaws;
 - c. To be responsible for all revisions of the official copy of the Constitution and Bylaws in accordance with the approved amendments;
 - d. To clarify language and intent of the Constitution and Bylaws when necessary.

7. Hospitality
 - a. To order and maintain member identification badges;
 - b. To welcome guests and new members at each function and present them with identification badges;
 - c. To record attendance of members and guests at all official functions;
 - d. To report expected and final headcount to meeting venue for catering purposes;
 - e. To give the Treasurer a list of those members who should be billed, and the total number of persons attending;
 - f. To send out monthly meeting announcements.
8. Awards
 - a. To nominate the following:
 - i) A member to receive the Annual Chapter Member of the Year award;
 - ii) Members who should be recognized for outstanding service and presented with the Chapter's "Achievement Award" certificate;
 - iii) Members to receive special awards.
 - b. All recommendations FIRST must be submitted to the President who, in turn, will submit them to the Board of Directors for approval.
 - c. This committee shall consist of three (3) eligible Board appointed chapter members. It is recommended, but not required, that preceding Past Presidents be included among the committee members.
9. Web Site
 - a. To post monthly meeting notices, program descriptions and other information under the direction of the Board;
 - b. To perform the various facets of web site and email management, including maintaining the email mailing list, information distribution, and keeping web site content current.
10. CRM Liaison
 - a. To act as liaison between the ICRM (Institute of Certified Records Managers) and local chapter/local members who desire information regarding examinations;
 - b. To distribute material to members regarding CRM examinations and requirements;
 - c. To promote interest in certification;
11. Education
 - a. To provide members with opportunities for self-improvement in the field of information and records management;
 - b. To develop a working relationship with the administration of educational institutions that train for business and library/information science occupations.
12. Other Committees
 - a. To work on any special project as specified by the Board of Directors;
 - b. Other committees may be formed to address current needs and membership interest as needed (e.g. Industry Specific Groups (ISG), Long Range Planning, Special Projects, etc.).

Article IX – Dissolution

In the event of dissolution of the Chapter, all of its assets shall be paid over or transferred to one or 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 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 the proceedings of the chapter in all cases not provided for in these Bylaws or Articles of Incorporation and ARMA International Policies and Procedures.

Section 1. Suspension of Rules of Order. Any rule of order may be suspended temporarily by a 2/3 vote of members present at any meeting.

Article XI - Amendment

These bylaws may be amended by a two-thirds vote of the 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 the 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.