

Bylaws of the Arizona Chapter
Of

ARMA International

ARTICLE I - NAME

Arizona Chapter of ARMA International

ARTICLE II - OBJECTIVES

The purposes of this chapter shall be:

1. To promote and advance the improvement of records and information administration and management and related fields through study, education and research.
2. To advance professional knowledge and techniques by sharing and exchanging experiences and information related to the fields of records and information administration and management.
3. To develop and advance standards of professional competence in the field of records and information administration and management.
4. To do anything necessary and proper for the accomplishment of any purposes set forth in the statement of principles adopted by the founders of this chapter.
5. This chapter is organized and operated exclusively for the above stated purposes and for other not-for-profit purposes and no part of any income or earnings shall inure the benefit of any private member.

ARTICLE III - MEMBERS

Section 1. Classes of members

- A. Professional Member – A duly qualified individual in good standing with the Association entitled to full voting and other rights and benefits of ARMA International.
- B. Honorary – An individual who has been granted life membership by ARMA International’s Board of Directors and as defined by the Association’s policies and procedures. Honorary members are entitled to full voting and other rights and benefits of ARMA International.
- C. Associate Member – A duly qualified individual in good standing with the Association is entitled to limited benefits of the Association. Associate membership does not include the privilege of voting in an ARMA International election, Arizona Chapter elections, holding Chapter office or receiving the printed version of the Association’s professional magazine.

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 Arizona 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 Arizona Chapter, and complies with the provisions and obligations of the Articles of Incorporation and the Bylaws.

Section 5. Applications

Applications for membership, Professional or Associate, 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, Executive Vice President, Vice President Programs, Vice President Membership, Secretary, Treasurer, and Immediate Past President.

Section 2. Qualifications

All officers shall be Professional members in good standing of ARMA International and the Chapter.

Section 3. Nomination and Election

The Chapter's Nominating Committee (chaired by the Immediate Past President) shall select and confirm nominees for each of the Elected Officers. A Ballot shall be prepared with these nominations, plus provision for write-in selections for each elected position. Election of the Officer positions shall be by electronic or mail-in ballots during the month of April, the due date being with adequate time to count the ballots and notify the successful candidates in preparation for the Annual Meeting installation. A simple majority shall determine successful election. Installation of Officers will be held during the last meeting of the Chapter's fiscal year. The installation is the start of a transition for the new Board. The transition ends when all officers shall officially assume office on July 1.

Section 4. Term of Office

All Officers shall assume office July 1. They shall serve for a term of one year or until their successors are elected and have assumed duties. An officer who has served for more than half a term shall be considered to have served a full term.

- A. President shall be elected for a two-year term, one year as President followed by one year as Immediate Past President.
- B. Executive Vice President, Vice President – Programs, Vice President – Membership/Hospitality, Secretary, and Treasurer shall each be elected to a one year term of office.

- C. Elected officers may seek reelection no more than two times, for a maximum of three consecutive terms in any one office. If the President is reelected, the incumbent Immediate Past President will remain in the office for the term.

Section 5. Vacancies

A vacancy in any office except that of President shall be filled by appointment by the President with approval of a majority of the board of directors.

- A. A vacancy in the office of President shall be filled by the Executive Vice President for the remainder of that term.
- B. A person appointed and approved to fill a vacancy in office shall fill that office for the balance of that term, and shall then be eligible to be nominated and elected to that same office.
- C. Vacancy in the office of Immediate Past President shall be filled by the President, with a former chapter president, as an additional appointed director.

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. Keep the Board of Directors fully informed of the activities of the chapter.
 - 6. Deliver to the successor in office the annual report, all books, papers, records and other property of the chapter for which the president is or may become responsible for.
 - 7. Act as the primary contact with association headquarters.
 - 8. Be responsible for the enforcement of the bylaws and all directives of the Board of Directors.
- B. Executive 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. Serve as ex-officio member of all committees, standing and ad hoc, with the exception of the nominating and awards committees
4. Chair the seminar/conference committee if necessary
5. Perform other such duties as may be assigned by the president.

C. Vice President – Programs. The Vice President – Programs shall:

1. Be responsible for setting meeting locations, dates and times.
2. Coordinate educational or ceremonial programs for all membership meetings.
3. Coordinate with other officers and committee chairman with regard to meeting programs.

D. Vice President – Membership / Hospitality. The Vice President – Membership/Hospitality shall

1. Be responsible for all efforts regarding the recruitment of new members
2. Coordinate membership maintenance efforts
3. Coordinate the receipt of association and chapter dues with the treasurer.
4. Respond to inquiries by prospective members.
5. Maintain current and accurate membership lists and roster.
6. Ensure that name tags are provided at chapter meetings
7. Coordinate a program to assure hospitality for all members and guests at each meeting.

E. 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. Perform other duties as assigned by the president.

F. 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 monthly financial reports at each board of directors meeting.
5. Provides an annual financial report for submission to the president at the end of the fiscal year.
6. Prepares the financial books for, and arranges the annual outside audit at the end of the fiscal year.
7. Submit reports as required by ARMA International.

G. Immediate Past President. The Immediate Past President shall:

1. Serve as a full member of the board of directors
2. Act as chairman of both the Nominating and Awards Committee.
3. Perform other such duties as directed by the president

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.

Section 8. Appointed Officers

Four "directors" shall be appointed by the president with the approval of a majority of the elected officers. These directors shall have full membership on the board of directors, each having one vote. Each director may chair a standing committee at the discretion of the president.

ARTICLE V - MEETINGS

Section 1. Regular Meetings

There will be 7-9 regular meetings held between the months of September and June. The chapter will announce the location, time and program for each meeting. The board of directors, to facilitate the greatest attendance, or to be consistent with, or avoid conflict with other events may change the day and date of the meeting. Meetings may be cancelled at the discretion of the board of directors.

Section 2. Special Meetings

A special meeting may be called as follows:

1. Three (day) notice
2. By the President
3. By petition to the President by 2/3 of the directors

4. By petition to the President of twenty percent of the total members in good standing.

Section 3. Annual Meeting

The annual meeting shall be held for the purpose of receiving fiscal year end reports of all current officers and committees, the installation of new officers and such other business as may properly come before such a meeting. The annual meeting shall be held during a regularly scheduled Chapter meeting between April and June. The chapter shall announce the location and time of the annual meeting, via mail, or e-mail (if address available).

Section 4. Quorum

The quorum shall consist of 2/3 majority of the elected and appointed officers. Proxies may count for the purpose of a quorum

Section 5. Opt Out Option

E mails will require an opt-out-option, *“This email is coming to you because of your relationship with the Arizona Chapter of ARMA. Your subscriptions are both private and free, but if you would rather not receive this inside information, send an email to “current VP Membership person’s email” asking to be removed...”*

and the physical address: ARMA – Arizona Chapter #040, P.O. Box 13341, Phoenix, AZ 85002-3341

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Composition

The board of directors shall consist of all seven elected officers and the four appointed directors. The four directors are appointed by the president and approved by a majority of the elected officers.

Section 2. Duties

The board of directors shall be the governing body of the chapter and shall be responsible to the members for the policies and management of the chapter in accordance with the bylaws.

Section 3. Meetings

Regular meetings of the Board shall be held at a time and place specified by the Board of Directors. The president is responsible for establishing the agenda for all regular board

meetings. Special meetings may also be called by a 2/3 majority of the board. The agenda of a special meeting shall be established by a 2/3 majority of the board.

Section 4. Proxies

Any officer may appoint any member in good standing as a proxy to take their place at a board of directors meeting. The proxy must be approved by a majority vote of the board of directors prior to being seated. Proxies shall be responsible for presenting appropriate reports and shall perform in that officer's place for the designated meeting. Any one officer may use a proxy no more than twice during a single term year

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.

Section 3. Other Fundraising

The chapter board of directors may authorize fund raising events including, but not limited to, educational seminar and conferences so long as the purpose of the chapter, as described in Article II, are adhered to.

Section 4. Management of Chapter Finances

The chapter board of directors is responsible for the prudent and proper investment and use of the chapter's finances. The board of directors shall authorize all institutional accounts, authorize all expenditures over \$ 1,000 and authorize all accounting procedures. All disbursements over \$300 shall require the signatures of two elected officers. No disbursements shall be made in cash. All disbursements require valid receipts.

The chapter's books shall be audited by an outside accountant at the end of each fiscal year. At that time, the Chapter's financial reports shall be prepared and submitted to ARMA International (for inclusion in ARMA International's IRS reporting procedures), and to Arizona State Corporation Commission.

Section 5. George C. Cunningham, Sr. Memorial Scholarship Fund

Consistent with the ARMA International guidelines for administration of a chapter scholarship program, the Arizona Chapter established the George C. Cunningham, Sr. Memorial Scholarship Fund. The ARMA International Educational Foundation (AIEF) will administer the Arizona Chapter's Scholarship.

The Scholarship Fund shall be used exclusively to provide educational opportunities for members of the Pacific Region Chapters in pursuit of RIM related certification programs or continuing education certificate programs. The Scholarship Fund shall be administered and maintained separate and distinct from all other AIEF scholarship accounts to the extent practicable, and should the AIEF dissolve in the future the funds will revert to the Arizona Chapter. The Scholarship Fund shall be administered in accordance with section 501(c)(3) of the Internal Revenue Code, qualifying contributions to the fund to be tax deductible.

ARTICLE VIII – COMMITTEES

Section 1. Committee Chairman

The president shall appoint a chairman for each of the standing committees with the exception of the nominating and awards committees. The appointments shall be approved by a majority vote of the elected officers.

Section 2. Nominating Committee

The chairman of the nominating committee shall be the immediate past president of the chapter. Two other past presidents shall be appointed to the nominating committee by the chairman. The nominating committee shall be responsible for selecting a slate of candidates; conducting the election in accordance with the bylaws; inducting the new officers at the June meeting.

Section 3. Awards Committee

The chairman of the awards committee shall be the immediate past president of the chapter. Two other past presidents shall be appointed to the awards committee by the chairman. The awards committee shall be responsible for selecting the "member of the year"; selecting recipients for any awards authorized by the board of directors; arranging for the production or acquisition of certificates and awards; presenting awards to recipients at chapter meetings.

Section 4. Professional Development Committee

The professional development committee shall be responsible for educational programs including workshops, study groups, such as the CRM Study Group, etc. (other than the

scheduled monthly meeting program) which will enhance the knowledge and professionalism of members.

Section 5. Education and Scholarship Committee

The education and scholarship committee shall be responsible for administering the chapter scholarship fund; providing information on records management to educational institutions; and promoting the study of records management as a subject and discipline.

Section 6. Newsletter Committee

The chairman of the newsletter committee shall be called the newsletter editor. The newsletter committee shall be responsible for editing and publishing a chapter newsletter. The newsletter must be published five times during the chapter fiscal year.

Section 7. Public Relations and Publicity Committee

The public relations and publicity committee shall be responsible for issuing press releases, placing meeting announcements and coordinating the publicity of all chapter activities.

Section 8. Arizona Chapter Worldwide Web Site

The Arizona Chapter Worldwide Web Site shall be maintained by the Chapter Webmaster/team. The web site shall be used to update and communicate to all members, meeting announcements, current events, program schedules, job postings, job applicant resumes, and other information considered to be newsworthy and a furthering of the objectives of the chapter. The Chapter Webmaster/team shall delete outdated materials, and maintain the site announcements for a limited and reasonable time.

ARTICLE IX– AD HOC COMMITTEES

Ad hoc committees may be established by a majority of the board of directors for the purpose of performing studies or tasks outside the duties of the standing committees. Chairman of ad hoc committees shall be appointed by the president. If the composition of the committee is not determined by board action, the members of the committee may be selected by the chairman.

ARTICLE X– CHAPTER REPRESENTATION AT THE ANNUAL INTERNATIONAL CONFERENCE

Section 1. Official Representative

The President shall be that chapter's official representative at the annual association conference. In the event that the President cannot attend, the Executive Vice President shall attend as the official representative. In the event that both of these officers cannot attend, the President shall appoint with a majority approval of the board of directors another elected officer to attend as official representative. The chapter representative

shall be responsible for attending the chapter president's meeting, the Pacific Region meeting and any other meetings or functions requiring chapter representation.

Section 2. Expenses Incurred

The chapter shall pay for the travel, accommodations, meals and conference registration less any funds paid by the representative. The budgeted total of funds appropriated by the chapter shall be approved by the board of directors prior to the conference.

Section 3. Records

The chapter representative shall keep records of his/her expenditures and submit them to the treasurer for reimbursement. An advance of funds may be made by the treasurer; the amount of that advance shall be deducted from any reimbursement due the chapter representative following the travel. The treasurer shall maintain appropriate accounting records of the travel expenses.

ARTICLE XI- CHAPTER ARCHIVES

Section 1. Archivist

An archivist shall be appointed by the president and approved by a majority of the board of directors. The chapter archives shall be housed in a safe protected controlled area with ready access to members wishing to research the collection. The chapter may, by contract or agreement, delegate the archives responsibilities to individual and/or repository outside of direct chapter control.

Section 2. Archives Collection

A copy of every newsletter, meeting announcement, conference or seminar brochure or any other published materials of the chapter shall be turned over to the chapter archivist for review for possible inclusion in the chapter archives. All records of the elected officers shall be turned over to the chapter archivist at the conclusion of their term of office, for review for possible inclusion in the chapter archives. All photographs of chapter functions shall be adequately identified and submitted to the chapter archivist for review for possible inclusion in the chapter archives.

ARTICLE XII – 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 XIII - 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 XIV- 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 Board to insure that the proposed amendment does not conflict with ARMA International Policy.