

# Central Iowa Chapter ARMA International

## BYLAWS

### Article I – Name

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

### Article II – Objectives

The objectives of the chapter and its members are to:

- contribute to the promotion and improvement of the profession of records management, especially through training, study, education, and research
- share and disseminate knowledge and experience in records management
- maintain and enhance the reputation of the association by exemplary conduct and performance of duties
- in general, to carry on any activity in connection with the foregoing purposes which is reasonably necessary to accomplish the foregoing purposes and to have and exercise all of the powers and rights conferred by the Iowa Nonprofit Corporation Act

### Article III - Membership

#### Section 1 - Classes of Membership

A. Professional:

A duly qualified individual in good standing with the Association entitled to full voting and other rights and benefits of the Association.

B. Honorary:

An individual who has been granted life membership by the Association'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 the Association.

C. Associate:

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, Central Iowa Chapter elections, holding Chapter office or receiving the printed version of the Association's professional magazine.

#### Section 2 - Requirements

The requirements for each membership class and the process 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 Central Iowa 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**

Administrators, supervisors, educators, employees, students, or anyone having an interest in the field of records and information management can apply for chapter 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 or this Article.

### **Section 4 - Good Standing**

A member in good standing is one whose current dues for ARMA International and the Central Iowa Chapter are paid, and who complies with the provisions of the bylaws.

### **Section 5 - Applications**

Applications for Professional or Associate membership are made by completing the application form furnished by ARMA International. Completed applications and payments for dues are submitted to ARMA International headquarters.

### **Section 6 – Non-Renewal and Reinstatement**

#### **A. Non-renewal**

Members whose dues have not reached ARMA International headquarters by 30 days following the member's anniversary renewal date shall be considered non-renewed.

#### **B. Reinstatement of Membership**

A non-renewed member or former member can apply for membership upon full payment of annual association and chapter dues.

### **Section 7 – Censure, Suspension, or Revocation**

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's membership may be revoked by a two-thirds 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.

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 actions.

When such action is contemplated, the board of directors must provide written notification to the person and afford an opportunity for a hearing before the board or a special committee appointed for this purpose.

If revocation results, any dues paid to a date beyond the action are not refundable.

### **Section 8 - Privileges of Members**

Professional and Associate members can participate in all activities of the chapter, including

- attend chapter meetings, social events, and seminars
- invite guests to attend any chapter meeting or activity
- receive all materials issued by the chapter
- have access to sources of records management information available through the chapter
- hold chapter elective office (Professional Only)
- vote in chapter elections and on chapter business
- serve on chapter committees

## **Article IV - Officers and Their Duties**

### **Section 1 - Elected Officers**

The elected officers of the chapter are the president, vice president, secretary, and treasurer.

### **Section 2 - Terms and Qualifications**

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

The president and vice president cannot be employed by the same organization.

Officers are installed at the chapter meeting in June for a one-year term and hold office until their successors are further installed.

An officer who has served for more than half a term shall be considered to have served the full term.

Elected officers cannot serve for more than two consecutive terms in the same office.

### **Section 3 - Nomination and Election**

The nominating committee prepares a slate for each elective office to be filled. Nominees should be members in good standing and be willing and able to serve. The committee presents the slate to the board of directors at the April or May meeting. The board must accept the slate of nominees unless voted by two-thirds of the board that the nominating procedures have not been followed.

The slate of nominees is presented at the June chapter meeting. A call is made for other nominations from the floor. Someone makes a motion on the nominating committee that the slate be confirmed. A voice vote is taken of the members present. A simple majority of the votes produces the winners.

### **Section 4 - Vacancies**

Vacancies in both elected and appointed offices are filled as follows:

- the presidency is filled by the vice president
- all other vacancies are filled by appointment by the president and confirmed by a two-thirds vote of the board of directors
- vacancies are filled for the balance of the respective unexpired term
- any person filling a vacancy in an elected office is eligible for nomination for that office for two full terms thereafter

### **Section 5 - Duties of Elected Officers**

#### **A. President**

The president's duties include:

- exercise general supervision over chapter affairs
- 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 all standing committee chairpersons
- keep the board of directors fully informed of chapter activities
- deliver to the successor in office all books, papers, records, and other property of the chapter for which the president is responsible
- perform all other duties as required by the office

## B. Vice President

The vice president's duties include:

- assume all duties of the president during absence or disability
- assist in the presidential duties
- serve as a member of and be responsible for coordinating activities of all special committees
- perform other duties assigned by the president and/or board of directors
- serve as program committee chairperson, which is comprised of the board of directors, and other members the chairperson appoints with approval of the board of directors; the program committee's responsibilities are to
  - schedule programs consistent with the objectives of the association
  - make arrangements for meeting places, meals, and social hour, when appropriate
  - notify the treasurer and website editor of the time, place, topic, and any significant arrangement details of each scheduled program
  - responsible for last-minute adjustments and arrangements at the meeting site
  - determine if speakers will need special equipment and make sure it is available

## C. Secretary

The secretary is official custodian of all chapter records; duties include:

- keep a record of all meetings of the board of directors and chapter
- distribute to the board of directors copies of meeting minutes
- handle correspondence as directed by the president and/or board of directors
- be responsible for chapter historical records stored at an off-site storage center
- perform other duties as assigned by the president and/or board of directors
- maintain current copy of bylaws and policies
- bring current copy of previous nine board meeting minutes to each board meeting

## D. Treasurer

The treasurer's duties include:

- be custodian of all chapter funds
- receive payments to which the chapter is entitled
- disburse funds of the chapter
- deposit all funds in the name of the chapter in depositories approved by the board of directors
- provide budgets and statements of the chapter's financial condition at the close of each fiscal year and at other times as requested by the board of directors
- email meeting announcements to members and prospects and keep track of attendees
- record attendance of members and guests at all official functions and accept fees at meetings; log of such moneys received should be kept with bank deposit slips or other information for that current month
- designate another board member to fulfill and/or assist with duties at business meetings as needed
- maintain a complete record of receipts and disbursements with supporting documentation such as vouchers, invoices, deposit slips, meeting attendance, etc.
- submit reports as required by ARMA International

## Section 6 - Duties of Other Board Members

### A. Directors

Directors are appointed by the elected officers, are voting members of the board of directors, and can be assigned to chair committees.

#### a) Membership Director

Membership director responsibilities:

- develop, recommend, and implement ways to recruit new members
- provide materials and application forms to people who may be interested in membership
- contact current members who have not renewed membership

#### b) Website Editor

Website editor responsibilities:

- publish information on the chapter website
- include news about the chapter and articles of interest to the members
- include information about the next chapter meeting and notice of each meeting for the calendar year

#### c) Librarian/Education Director

Librarian/education director responsibilities:

- maintain log of current publications
- loan out publications as members request
- propose purchase of new additions to board and purchase items
- update and review inventory
- act as liaison to educational institutions requesting information about records management and to members requesting information about education opportunities

#### d) Seminar Director

The seminar director serves as seminar committee chairperson, which is comprised of the board of directors, and other members the chairperson appoints with approval of the board of directors. The seminar committee's responsibilities are to:

- identify speaker for annual seminar, and make travel and accommodation arrangements
- locate and coordinate facility arrangements
- publicize event
- solicit vendor sponsorship and displays
- prepare materials for attendees, including presentation materials, agenda, and evaluation
- coordinate activities on the day of the seminar, including registration and vendor displays

### B. Immediate Past President

The immediate past president serves on the board of directors in order to maintain continuity from one governing body to the next. The immediate past president serves as chairperson of the nominating committee for the next year's officers.

### C. Removal from the Board

Directors can be removed from the board for violation of any provision of the bylaws or non-performance of duties, as outlined in the bylaws. When such action is contemplated, the board of directors must provide written notification to the person and afford an opportunity for a hearing before the board or a special committee appointed for this purpose. Following which, removal will occur after a majority vote of the board of directors.

### **Section 7 - Removal from Office**

Any chapter officer whose conduct shall be considered detrimental to the best interest of ARMA International or the chapter, or who shall willfully exploit the organization for personal gain, or otherwise violate the bylaws or other rules or regulations, may be removed from office by a majority vote of the board of directors.

When such action is contemplated, the board of directors must provide written notification of the specific charges to the person and afford an opportunity for a hearing before the board or a special committee appointed for this purpose.

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 - Chapter Membership Meetings**

Unless otherwise ordered by the board of directors, chapter meetings will be held on the fourth Thursday. At least eight meetings will be held each chapter fiscal year. Special meetings can be called by the board of directors or by petition to the president of 20% of the total members in good standing.

### **Section 2 - Annual Meeting**

The annual meeting for election of officers is held at the chapter meeting in June each year.

### **Section 3 - Meeting Agenda**

The president determines the agenda of regular meetings of the chapter and board of directors. Members of the board and chapter can request that items be added to the agenda by the president, or they can bring up discussion items at meetings.

## **Article VI – Board of Directors**

### **Section 1 - Composition**

The governing body of the chapter is the board of directors. It consists of the elected officers, directors, and the immediate past president. A majority of the board of directors will constitute a quorum.

### **Section 2 - Duties**

The board's duties include:

- manage the chapter in accordance with the bylaws
- direct the chapter's affairs, meetings, and assets
- meet at least nine times yearly (the president may call additional meetings, if deemed necessary)
- revoke membership for cause after the member has been notified of the reasons for the action and has had an opportunity to appear before the board
- perform other duties as requested by the president
- the board shall be the final authority of the interpretation of the bylaws

- all contracts, releases, agreements, letters of intent, or commitments made in the name of, or on behalf of the chapter must have signature(s) or person(s) duly authorized by the board
- no contract may be made in excess of the current budget for that purpose without board approval
- no member shall receive compensation for services rendered

### **Section 3 - Board of Directors Meetings**

The board of directors will meet on the day of each chapter meeting and during the summer. The president can call additional board meetings if deemed necessary. A special meeting can be called by two-thirds of the board of directors.

## **Article VII - Finances**

### **Section 1 - Fiscal Year**

The fiscal year shall be July 1 to June 30.

### **Section 2 - Chapter Dues**

The chapter's board of directors determines chapter membership dues and fees by April 1 of each year. The amount will be in addition to the amount designated by the association. The chapter must notify International of changes in local dues by May 1 or International will invoice members at the previous year's rate.

### **Section 3 - Bank Account**

The chapter bank account can be established at any bank desirable to the treasurer with the approval of the board of directors.

The treasurer will email the bank statement to the board monthly.

Signatures on the bank account will be the treasurer and at least one other member of the board.

## **Article VIII - Committees**

### **Section 1 - Standing Committees**

The president is responsible for making sure that standing committees are appointed. The president appoints the chairperson and the chairperson appoints the committee members. Standing committees are

- nominating committee
- awards committee

In addition to other duties that may be assigned by the president, the duties of the standing committees are as follows:

#### **A. Nominating Committee**

The nominating committee is composed of the immediate past president, who serves as chairperson, and two members in good standing, who are appointed by the chairperson with the approval of the board of directors. If the immediate past president is unable to serve as chairperson, the president will appoint someone.

Duties of the nominating committee are:

- choose a slate of nominees for each elective office to be filled
- inform nominees of responsibilities of position and make sure nominees are willing and able to serve
- present the slate to the board of directors for approval at the April or May board of directors meeting

## B. Awards Committee

The awards committee is composed of one board member and one non-board member, who are appointed by the president and/or board of directors.

Duties of the awards committee are:

- determine awards, recognition, gifts, and present to board for approval
- present nominations to board by May meeting for awards presentation in June

## Section 2 - Special Committees

The president appoints special committees and their chairpersons when deemed necessary by the president and/or board of directors. These may include the following:

- budget and finance
- legislative (bylaw review)

## Article IX - Dissolution

The chapter shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall be distributed to members.

Upon dissolution of this chapter, 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 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

Roberts Rules of Order Newly Revised shall govern the proceedings of the Central Iowa Chapter of ARMA International in all cases not provided for in these bylaws, Articles of Incorporation, and ARMA International policies and procedures.

## Article XI – Amendments and Revisions

Any revisions and/or amendments to chapter bylaws shall be reviewed by the ARMA International Director of Member Services and Region Manager prior to adoption to insure that the proposed revisions do not conflict with ARMA International policy.

Bylaws amendments and revisions can be proposed by any member and should be sent in writing to a current board member. The board shall communicate proposed amendments and revisions to the membership at least two weeks prior to a scheduled chapter meeting. An affirmative vote of two-thirds of the board is required for chapter adoption.

## Article XII- Liability

Nothing in the bylaws shall constitute the members as partners for any purpose. No member, officer, agent shall be liable for the acts or failure to act on the part of any other member, officer, or agent. Nor shall any member, officer, or agent be liable for acts or failure to act under the bylaws, excepting only acts or omissions to act arising out of willful misfeasance.

## Article XIII - Chapter Policies

Chapter policies can be established and changed by majority affirmative vote of the board of directors. Policies are of a less permanent nature than bylaws and constitute standard operating procedures of the chapter and board. Policies should be documented in the board meeting minutes and maintained by the chapter secretary.