

BYLAWS OF THE TWIN CITIES CHAPTER OF ARMA INTERNATIONAL

ARTICLE I – NAME

This organization is incorporated in the State of Minnesota as the Twin Cities Chapter Association of Records Managers and Administrators, Inc. (ARMA). Notwithstanding any other provision of these articles, the Twin Cities Chapter of ARMA shall not carry on any other activities not permitted by an organization exempt from Federal income tax under Section 501(c) (6) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE II – OBJECTIVES

The objectives of this Chapter shall be to provide education, research and networking opportunities to information professionals.

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 Member: An individual who has been granted life membership by ARMA International's Board of Directors.
- C. Student Member: Any enrolled full time post-secondary student. Student membership does not convey the privileges of voting in ARMA International elections, Twin Cities Chapter elections, or holding Chapter office.
- D. Retired Member: 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 ARMA International elections, Twin Cities Chapter elections, holding Chapter office, or receiving *The Information Management Journal*.
- E. Honorary Chapter Member: A current or retired member who has rendered extraordinary service to the Chapter and upon whom the Board of Directors has conferred such status. Payment of International Association dues shall be made by the Chapter, and the Chapter dues are waived.
- F. Past ARMA International Presidents: A current or retired member who has rendered service by performing the duties of ARMA International President. Payment of International Association and Chapter dues are waived by ARMA International and by the Chapter.

Section 2 – Requirements. The requirements for each of the various classes of Membership, in addition to those contained within these Bylaws and the Bylaws of ARMA International, and the processes for application, shall be established and published by the ARMA International Board of Directors, with the exception of the Honorary Chapter Member and Past ARMA International President. Individuals meeting the criteria for membership in any class may join the Chapter by paying ARMA International and Chapter dues. Membership shall be open to any interested person. Membership in ARMA or the Twin Cities Chapter shall not be denied nor abridged on account of race, color, religion, sex, age, national origin, disability, sexual orientation or choice of lifestyle.

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 the Twin Cities Chapter, subject to the provisions of Section 6 of this Article.

Section 4 – Good Standing. A member in good standing is one whose current dues are paid to ARMA International, the Twin Cities Chapter, and who 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. 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.

- A. Any member may be censured or suspended from Chapter Activities by majority vote of the Board for good cause if according to its findings, a violation of any provision or obligation of the Articles of Incorporation, Bylaws, or governing documents, has occurred.
- B. Any member may be expelled from the Chapter by majority vote of the Board for good cause if according to its finding, a violation of any provision or obligation of the Articles of Incorporation, Bylaws, or governance documents has occurred.
- C. Conduct unbecoming a member, conduct detrimental to the welfare of ARMA International or the Chapter, and indebtedness to ARMA International or the Chapter shall also be cause for such disciplinary action. When such action is

contemplated, the Board 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.

1. Should revocation result, any dues paid to a date beyond such revocation will not be refundable.
2. Prior to taking action, the Chapter Board will consult with the Director of Membership for ARMA International.

ARTICLE IV – ORGANIZATION

Section 1 – Governance. The Twin Cities Chapter of ARMA is governed by a Board of Directors (the Board). The Board consists of elected officers and appointed directors.

Section 2 – Qualifications. All members of the Board shall be members in good standing of ARMA International and the Chapter.

Section 3 – Elections. The elected officers of the Chapter shall be the President, President-Elect, Secretary and Treasurer. Elected officers shall be elected by ballot, either electronic or paper, in accordance with appropriate Chapter policies and procedures.

A. Terms of Office and Duties of Officers. All officers shall assume office July 1. They shall serve for a term of at least 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.

B. Vacancies. A vacancy in any office except that of President shall be filled by appointment by the President and with the approval of the Board for the unexpired term.

Vacancies in both elected and appointed offices shall be filled as follows:

1. The office of the President shall be filled by the President-Elect.
2. Vacancies in all other offices shall be filled by appointment by the President with approval of the Board, except the Chairperson of the Board, which shall remain vacant, in which case the President will chair the Awards and Nominating/Tellers Committees.

C. Duties and Responsibilities. The officers shall perform the duties provided in this section and such other duties as are prescribed in the Twin Cities Chapter Policies, by the Board, in the adopted parliamentary authority, or by ARMA International.

Duties of Officers:

1. President (one year position): The President shall have general supervision, direction and direct control of the business of the officers of the Twin Cities

ARMA Chapter. The President shall preside at all meetings of the members and at all meetings of the Board.

2. President-Elect (one year position): In the event the President is unable or unwilling to fulfill their role, the President-Elect shall assume the duties of the President. The President-Elect shall perform such other duties as may be prescribed by the Board.

3. Treasurer (two year position): The Treasurer shall be responsible to receive, deposit, disburse and manage the funds of the Chapter and shall administer the Chapter credit card program.

4. Secretary (two year position): The Secretary shall be responsible for the official records of the Chapter and keep a record of all meetings of the Board of Directors.

5. Chairperson of the Board of Directors (one year position): The Chairperson of the Board shall be the Immediate Past President.

Section 4 - Appointed Directors. A slate of appointed directors shall be presented by the Nominating/Tellers Committee and approved by the Board. All directors shall assume office July 1. The Board will determine what appointed directors are necessary to carry on the work of the Chapter and will prescribe their duties in the policies of the Chapter (refer to the Chapter Operating procedure document for further detail).

Section 5 – Removal/Resignation.

A. Any Chapter officer or appointed director 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 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 (refer to the Chapter Operating procedure document for further detail).

B. When such action is contemplated in the case of an officer or appointed director, 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 or appointed director removed from office under this section shall be ineligible for election or appointment to any office for at least two terms.

D. Any Board member may resign at any time by giving written notice of resignation to the President. Such resignation shall take effect at the time specified therein, or if such time is not specified, immediately upon its receipt by the President. The Board shall honor all notices of resignation and move to fill vacancies as soon as possible.

ARTICLE V – BOARD OF DIRECTORS

The Twin Cities Chapter of ARMA is governed by a Board of Directors (the Board). The Board consists of elected officers and appointed directors. The Board is governed by all sections of Article IV. All decisions regarding the business of the Chapter are made by the Board. No one elected officer or appointed director has the authority to make decisions on behalf of the Chapter. All Chapter business will be conducted during meetings or by using electronic means (conference calls or email).

ARTICLE VI – MEETINGS

Section 1 – Regular Meetings. The Chapter shall hold general membership meetings as scheduled by the Board.

Section 2 – Board of Director Meetings. There shall be regular meetings of the Board. Meetings may be held either in person or by use of electronic means.

Section 3 – Special Meetings. A special meeting is any meeting called in addition to regular meetings, designated for a specific purpose. Special meetings may be called by the President or by a majority vote of the Board. At least 24-hour notice of the meeting shall be given.

Section 4 – Quorum. If a vote is being taken for the transaction of Chapter business, a quorum must be present. Quorum constitutes the majority (more than half) of all members of the Board.

ARTICLE VII – FINANCES

Section 1 – Fiscal Year. The fiscal year of the Chapter shall begin on July 1, and end June 30 of the following year.

Section 2 – Budget. Board members are responsible for submitting a budget for each new fiscal year. The budget shall be prepared and submitted for Board approval. Any supplemental budget amounts that may be necessary must be presented to the Board for approval (refer to the Chapter Financial procedure document for further detail).

Section 3 – Membership Dues. Chapter dues for each member shall be set by the Board in advance of the new fiscal year. That amount will be in addition to the membership dues designated by ARMA International.

Section 4 – Assessments. There shall be no assessments except as approved by a majority (more than half) vote of the Chapter membership present at any regular Chapter meeting.

ARTICLE VIII – COMMITTEES

Standing or Special Committees may be created by the President with approval of the Board. All committee members shall be members in good standing of ARMA International and the Chapter (refer to the Chapter Operating procedure document for further detail).

ARTICLE IX – GOVERNANCE DOCUMENTS

The governance documents are separate processes for running the Chapter as relates to finances, job descriptions, and operating practices. All Board members are required to adhere to all governance documents, or will be subject to Article IV, Section 5.

ARTICLE X - OFFICIAL PUBLICATION

The official publication of the Twin Cities Chapter shall be the Chapter newsletter.

ARTICLE XI – 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 XII – 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 XIII – AMENDMENTS

Section 1 – Amendments.

- A. These Bylaws may be amended by a majority (more than half) vote of the active members provided that notice of the proposed amendment has been in writing at least thirty 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.
- B. These Bylaws may also be amended by a majority vote (more than half) of the Board at any meeting of that body when it deems such amendments necessary to the smooth management of the Chapter. Such amendments shall be in full force and effect unless altered or rescinded by the members of the Chapter at the next regular meeting.

- C. Amendments to the Bylaws may be proposed by the general membership. Proposals shall be made in writing by at least five members and filed with the Secretary.

Section 2 – Publication of Amendments. Any adopted amendments shall be published (or referenced) in the Chapter newsletter or posted to the Chapter website.

ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATORS, INC.
Successor to ()

ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATORS
Successor to (July 1, 1975)

AMERICAN RECORDS MANAGEMENT ASSOCIATION

Adopted - March 13, 1956

Amended - May, 1969

Amended - May, 1973

Amended - May, 1975

Amended - September, 1975

Amended - September, 1976

Amended - January, 1981

Amended - June 13, 1988

Amended - April 22, 1999

Amended - January 14, 2003

Amended - December 1, 2004

Amended - June 10, 2005

Amended - September 11, 2007

Amended - May 13, 2008

Amended – September 15, 2009

Amended – September 13, 2011