

Bylaws of the Greater Cincinnati Chapter of ARMA International

Article I - Name

ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATORS, INC.,
GREATER CINCINNATI CHAPTER
(aka ARMA, GREATER CINCINNATI CHAPTER)

Article II - Objectives

The purpose of this not-for-profit, educational organization is to:

1. Advance the practice of Records and Information Management (RIM) as a discipline and a profession.
2. Organize and promote programs of research, education, training, and networking within that profession.
3. Support the enhancement of professionalism of the membership.
4. Promote cooperative endeavors with related professional groups.

Article III – Members

Section 1. Classes of members

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

Section 5. Applications

Applications for membership 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.

Section 2. Qualifications

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

Section 3. Nomination and Election

At the end of each year, the Chapter Members in good standing shall elect successors to the offices of President, Vice President, Secretary and Treasurer each for a two-year term and two (2) Directors each for two-year terms as provided in these Bylaws.

A. Nominating Procedures

1. At the Chapter meeting in March, the presiding officer shall call for nominations from the floor for each office.

2. The Nominating Committee shall prepare a slate of at least one nominee for each elective office to be filled, and shall present such slate to the Board of Directors no later than the April Board of Directors' meeting each year.

B. Election Procedures

1. Voting shall be by Professional and Honorary Members in good standing.

2. Voting shall be by acclamation when there is only one candidate for a particular office.

3. Voting shall be by secret ballot prepared by the Secretary when there is more than one candidate for a particular office. Such ballots shall contain only necessary instructions for proper completion and names of the nominees for each office. There will be no individual voter identification of any ballot.

- In order for ballots to be valid, they must be delivered to the appointed Chapter Teller or the Teller's designees at the conclusion of balloting for each office to be filled.
- Any candidate who receives a majority of votes of any ballot shall be declared elected.
- If no candidate receives a majority of votes on the first ballot, a second ballot shall be taken on the two candidates who received the highest number of votes.
- At the conclusion of balloting for each office to be filled, and upon receipt by the Chapter Teller of all ballots cast for each such office, the Chapter Teller's Committee shall tabulate the ballots cast; the Chapter Teller shall certify and report the result to the Secretary who immediately shall announce the results to the membership.

Section 4. Term of office

All Officers shall assume office on July 1. They shall serve for a term of two (2) years or until their successors are elected and have assumed duties. No officer except the Secretary or Treasurer shall serve more than two (2) consecutive terms in the same office. 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 election by the Board of Directors for the unexpired term. 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 elected. In the event that the office of the President becomes vacant, the Vice President automatically fills this position.

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 meetings of the Board of Directors and of the members.
2. Appoint the chairs 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. Prepare agenda items and forward to board members with the meeting notice.
6. Consult with the Board of Directors on matters of chapter policy and the development of annual goals and objectives.
7. Exercise general supervision over the affairs of the Chapter.
8. Be responsible for the enforcement of the Bylaws and all directives of the Board of Directors.
9. Communicate with committees and assist in special projects
10. Report information received from the Association and interpret instructions, recommendations, and suggestions received from the Association to directors, officers, and committee chairpersons
11. Receive reports from committees and obtain necessary action by the Board
12. Forward reports to the Secretary for chapter records
13. Represent the chapter in relations with other professional, business and service organizations
14. Represent the chapter in relations with the region and the Association
15. Prepare special reports on chapter activities and 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. Accept other powers or duties as delegated by the Board of Directors or the President.
4. Be prepared to accept specific duties, preferably in areas of responsibility where there have been no previous exposure, in order to obtain experience that will be instructive for potential candidacy as President.

C. 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. Conduct the official correspondence of the chapter.
4. Maintain chapter records in accordance with the retention and disposition schedule.
5. Under the direction of the Nominating Committee, prepare ballot of slate of nominees and present to members.

Distribute to the Board of Directors copies of the record of proceedings of all meetings and perform such other duties as may be assigned by the President and/or the Board of Directors.

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.
3. In accordance with the budget adopted by the chapter, make disbursements as authorized.
4. Present a report at all meetings of the Board of Directors and Membership.
5. Prepare an annual report, which shall be submitted along with the financial records to the Audit 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.
6. Submit reports as required by ARMA International.
7. In conjunction with a Hospitality Coordinator, ensure the following duties are performed: Welcome guests and members at each function, collect fees, write receipts when required, record attendance, and provide the membership committee chairperson with a final list of those attending.

E. Immediate Past President. The Immediate Past President shall:

1. Secure nominations for officers and directors.
2. Accept other powers or duties as delegated by the Board of Directors or the President

F. Directors. The Directors shall:

1. Regularly attend monthly board meetings and chapter meetings.
2. Participate in business brought before the board.
3. Accept other powers or duties as delegated by the Board of Directors or 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.

Article V - Meetings

Section 1. Regular Meetings

Regular meetings of the members shall be held in the months of September through June. 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. One day notice (24 hours) and an agenda of the meeting shall be given.

Section 3. Annual Meeting

The meeting held in September shall be the Annual Meeting at which annual reports shall be presented.

Section 4. Quorum

A majority of the 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, two directors, the immediate past president, and standing committee chairpersons.

Section 2. Duties. The Board of Directors shall:

- A. Manage the activities of the Chapter.
- B. Approve the Audit Committee report.
- C. Approve budgets.
- D. Select the dates and make arrangements for meetings of the members.
- E. Perform other duties as outlined in this document.

Section 3. Meetings

- A. The Board of Directors shall meet at least 9 times annually the dates and time to be decided at its first meeting.
- B. A majority of the Board of Directors shall constitute a quorum.
- C. Special meetings of the Board of Directors may be called by the President or by a majority of its members.
- D. In the case of an emergency or extremely bad weather, a meeting may be cancelled by the President.

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 Committees, as it may deem necessary, to promote the purposes and carry on the work of the chapter. The term of each chair 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 chair 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.

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 of 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.

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.