

BYLAWS of the SIERRA NEVADA CHAPTER of ARMA International

ARTICLE I – NAME

Sierra Nevada Chapter of ARMA International

ARTICLE II -OBJECTIVES

The Sierra Nevada Chapter of ARMA International shall hereafter be referred to in these Bylaws as the Chapter. The Chapter Corporation is organized exclusively for charitable and educational purposes. Without limiting the foregoing, the corporation is organized to:

Section 1

To promote and advance the improvement of Records and Information Management and related fields through study, education and research;

Section 2

Unite qualified records and information management professionals within Northern Nevada for the coordination of their efforts in furthering best practices in the field;

Section 3

Provide educational and networking opportunities for professionals in the area of records and information management.

ARTICLE III – MEMBERSHIP

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 Chapter

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

Section 2 – Requirements

The requirements for each of the various classes of membership, and the processes for application shall be followed according to the Bylaws of ARMA international, as established and published by ARMA International's Board of Directors, in addition to those contained within these Bylaws. Membership in ARMA International or the 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 or 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 and the Chapter and who complies with the provisions of the Articles of Incorporation, the Bylaws, and the Code of Ethics.

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 ARMA International and Chapter dues.

Section 7 - Censure, Suspension or Expulsion

Any member may be censured or suspended by a majority vote of the Chapter Board of Directors 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 Chapter Board of Directors for good cause if according to its finding, a violation of any provision or obligation of the Articles of Incorporation 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 action. When such action is contemplated, the Chapter Board of Directors shall provide written notification to the party concerned, and afford an opportunity for a hearing before the Chapter Board of Directors or a special committee appointed by the Chapter Board of Directors for this purpose. Should revocation result, any dues paid to a day beyond such revocation will not be refundable.

ARTICLE IV – OFFICERS AND THEIR DUTIES

Section 1 – Officers

The officers of the Chapter Board of Directors, hereafter called the Board, shall be President, Vice President/President Elect, Secretary, Treasurer, and Immediate Past President.

Section 2 – Qualifications

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

Section 3 - Nomination and Election

A. Nomination Procedure

The Nominating Committee shall certify nominees for each available office. The elected officers shall be Vice President/President Elect, Membership Director, Public Affairs Director, Secretary, and Treasurer. Nomination requirements provide that a nominee is a member in good standing and is willing and able to serve. The Nominating Committee shall then present the names and qualifications of the nominees to the Board prior to May 1st. The Board shall accept the names of nominees, unless the Board finds by a majority vote that the official nomination procedure has not been followed.

B. Election Procedures

The Secretary shall be responsible for the preparation and distribution of the ballots. The ballot shall contain the slate of nominees. Ballots must be distributed no later than May 15. All members in good standing as of May 1 shall be eligible to vote for the Vice President/President Elect, Membership Director, Public Affairs Director, Secretary and Treasurer. All ballots must be returned to the Secretary by June 5 to be valid. The

Secretary shall then certify the ballots to be counted. Those nominees receiving a plurality of certified votes for their respective offices shall be declared elected.

Section 4 - Term of Office

All officers shall assume office July 1. They shall serve for a term as specified, or until their successors are elected and have assumed duties. The President, Vice President/President Elect, and Immediate Past President shall each serve for a term of one (1) year. The President shall assume the office and duties of the Immediate Past President upon the completion of term. The President Elect, upon completion of term, shall assume the office and duties of President. Accepting the nomination of Vice President/President Elect implies a commitment of three (3) years of service. The Secretary and Treasurer shall each serve a two (2) year term with the option for re-nomination for one additional (2) year term. An officer who has served for more than half a term shall be considered to have served a full term.

Section 5 - Vacancy in Office

The Vice President/President Elect shall fill a vacancy in the office of the President. A vacancy in any other office shall be filled by appointment by the President with the approval of the Board. A vacancy of this nature shall be filled for the balance of the respective term of office and the replacement shall be eligible for nomination for the office.

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, in the adopted parliamentary authority, or by ARMA International.

A. President/Chief Executive Officer.

The President shall be the chief executive officer of the Chapter. He/she shall provide strategic direction for the Chapter and propose goals and objectives to the Board at the Annual Meeting; preside at all meetings of the Board and the Chapter; be responsible for the orderly transfer of records to newly elected officers and chairpersons by June 30th; attend or designate an alternate to attend the annual ARMA International Conference; and ensure the renewal and preservation of corporate, tax, bank and legal records as required by law.

- B. Vice President /President Elect.
The Vice President/President Elect shall assist the President with Chapter administration and conduct meetings during his/her absence or inability to serve.
- C. Secretary.
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. Other assigned duties.
- D. Treasurer.
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 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.
 6. Submit reports as required by ARMA International.
- E. Immediate Past President.
The Immediate Past President shall advise the Board in operating procedures, serve as Chairperson of the Nominating Committee, and perform such other duties as may be assigned by the Board.

Section 7 - Removal

- A. 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 as they are written or other rules or regulations may be removed from his/her office by a majority vote of the Board.
- 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 and shall, if he/she expresses a desire in writing, be afforded an opportunity for a hearing before the Board or a special committee appointed by the Board 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 - Chapter Meetings

Meetings of the Chapter shall be held regularly throughout the fiscal year. The dates for these meetings shall be determined annually by the Board during the Annual Planning Meeting. The programs and arrangements for Chapter meetings shall be made by the Education Committee. In the case of an emergency or extremely bad weather, a meeting may be cancelled or postponed by the President.

Section 2 - Board Meetings

Meetings of the Board of Directors shall be held in accordance with Article VI of these Bylaws.

Section 3 - Special Meetings

Special Meetings of the Chapter or the Board of Directors may be called by the President or by a majority of the Board. At least one week's notice of the meeting shall be given when possible.

Section 4 - Quorum

- A. A majority of the Board of Directors shall constitute a quorum of the Board at Board meetings.
- B. A majority of the members present at a Chapter meeting shall constitute a quorum of the Chapter 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 be composed of the President, Vice President/President Elect, Secretary, Treasurer, and Immediate Past President. There shall be Chapter Committees and Chapter Liaisons as listed in Article VIII. Committee Chairpersons or their representatives and Liaisons may be invited to attend Board meetings and report to the Board as directed by the President and/or the Board.

Section 2 Duties

The Board of Directors shall:

- A. Be responsible to the members for the policies and management of the Chapter in accordance with the Articles of Incorporation and the Bylaws of the Chapter.
- B. Manage the activities of the Chapter.
- C. Approve an annual budget and any amendments thereto.
- D. Select the dates for regular Chapter meetings.

Section 3 – Meetings

- A. The Board shall have an official meeting following the annual election. The Board shall meet at least four times annually, according to a schedule as approved by the Board, the dates and times to be decided at the Annual Planning Meeting.
- B. The President may call special meetings or reschedule meetings of the Board as needed, and shall determine the agenda of all Board meetings.

ARTICLE VII – FINANCES

Section 1 - Fiscal Year

The Fiscal year of the Chapter shall begin July 1 and end June 30 of the following calendar year.

Section 2 - Membership Dues

Membership dues shall be evaluated annually and set by the Board. The amount shall be in addition to the dues for membership in ARMA International. The Chapter shall notify ARMA International of any changes in Chapter dues no later than May 1st.

Section 3 - Delinquency and Reinstatement

A delinquent or former member may apply for reinstatement following the procedure as provided for new members.

ARTICLE VIII – COMMITTEES and LIAISONS

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 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

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 *Roberts 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 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 ensure that the proposed amendment does not conflict with ARMA International Policy.

President
Sierra Nevada Chapter of ARMA International
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