

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 as a not-for-profit organization under 501(C)(6). The objectives of this organization are:

- To promote and advance the improvement of records and information management and related disciplines;
- To advance professional knowledge and techniques related to the field of records and information management in order to unite professionals within the Sierra Nevada Region; and
- To develop and advance standards of professional competence in the field of records and information management.

ARTICLE III – MEMBERSHIP

Section 1. Classes of Members

A. Professional

A duly qualified individual in good standing with ARMA International entitled to full voting and other rights and benefits.

B. Associate

A duly qualified individual in good standing with ARMA International is entitled to limited benefits. Associate membership does not include the privilege of voting in an ARMA International election, Chapter election, holding Chapter office, or receiving the printed version of ARMA International's professional magazine.

C. Honorary

An individual who has been granted life membership by the Association's Board of Directors and as defined by the ARMA International's policies and procedures. Honorary members are entitled to full voting and other rights and benefits.

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 and Bylaws.

Section 5. Applications

Applications for membership (Professional or Associate) shall be made through ARMA International's website (www.arma.org).

Section 6. Non-Renewal and Reinstatement

Members whose dues have not reached ARMA International within one calendar month following the expiration date of membership shall be considered non-renewed.

A non-renewed member or a former member may apply for membership upon full payment of annual dues to ARMA International. A non-renewed or former member will be reinstated once membership dues have been received by ARMA International.

Section 7. Censure, Suspension or Expulsion

Any member may be censured, suspended by a majority vote of the Board (Defined in Article IV, Section 1) 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 deemed harmful or detrimental 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 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 day beyond such revocation will not be refunded.

ARTICLE IV – OFFICERS AND THEIR DUTIES

Section 1. Officers

The officers of the Chapter shall be President, Vice-President, Secretary, Treasurer, Information Media Specialist, and Immediate Past President, hereafter called the Board. No officer will be remunerated for their work on the Board.

Section 2. Qualifications

All officers shall be members in good standing of ARMA International and the Chapter and must have attended a minimum of two (2) meetings in the 12 months preceding May 1st.

Section 3. Nomination and Election

A. Nomination Procedure

The Nominating Committee shall report the eligible nominees for each available office. The elected officers shall be Vice President, Secretary, Treasurer and Information Media Specialist. Nomination eligibility requirements provide that a nominee is a professional 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.

The membership shall be notified on or before the first Wednesday in April that nominations are open and that nominations will close on April 30th of each year. All nominations are submitted to the Secretary or the Chair of the Nominating Committee, along with the nominee's experience and qualifications, using the provided Nomination Information Filing Form.

Nominee information will be provided on all Chapter online platforms.

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 (by mail, electronic mail, or online survey) no later than May 15th. All members in good standing as of May 1st shall be eligible to vote for the

Vice President, Secretary, Treasurer and Information Media Specialist. All ballots must be returned to the Secretary by June 5th to be valid. The Secretary shall then validate the ballots to be counted as eligible. 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 1st. They shall serve for a term as specified, 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.

1. The President, Vice President, 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.
2. Accepting the nomination of Vice President implies a commitment of three (3) years of service.
3. The Secretary and Treasurer shall each serve a two (2) year term with the option for re-nomination for one additional two (2) year term.
4. The Information Media Specialist shall serve a two (2) year term with the option for re-nomination.

Section 5. Vacancy in Office

The Vice President 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. The person appointed shall meet the qualifications for that office as set out in these Bylaws.

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 as are prescribed in these Bylaws, by the Board, or by ARMA International. The general duties of the officers are as described below, but may be clarified, enlarged, or restricted by policies adopted by the Board.

President/Chief Executive Office

The President shall be the Chief Executive Officer of the Chapter shall:

1. Provide strategic direction for the Chapter and propose goals and objectives to the Board at the Annual Meeting;
2. Preside at all meetings of the Board and the Chapter;
3. Exercise general oversight regarding the affairs of the Chapter;
4. Responsible for the orderly transfer of records to newly elected officers and chairpersons by June 30th;
5. Attend or designate an alternate to attend the annual ARMA International Conference;
6. Sign, with approval of the Board, all contracts or formal instructions obligating the Chapter;
7. Ensure the renewal and preservation of corporate, tax, bank and legal records as required by law; and
8. Perform other duties appropriate for this office, as decided by the Board.

Vice President

The Vice President is the President Elect and shall:

1. Assist the President with Chapter administration and conduct meetings during the President's absence or inability to serve;
2. Serve as administrator, providing guidance and direction to the Treasurer, Secretary;
3. Act as signatory on bank accounts and debit cards;
4. The Vice President or his/her designee will be responsible for the P.O. Box. The P.O. Box will be checked at a minimum of once per month;
5. Serve as Chapter's liaison to ARMA International; and
6. Perform other duties appropriate for this office, as decided by the Board.

Secretary

The Secretary shall:

1. Record the minutes of all meetings of the Board and the membership and send a copy of the minutes to the Board within 10 calendar days following the meeting;
2. Distribute to the Board copies of the agenda no later than 5 calendar days prior to the scheduled meeting;
3. Prepare and provide Chapter material(s) to membership within 5 calendar days of Board approval;
4. In conjunction with the Information Media Specialist, preserve all books, papers and electronic records belonging to the chapter;
5. In conjunction with the Information Media Specialist, conduct the official correspondence of the chapter;
6. Perform other duties appropriate for this office, as decided by the Board.

Treasurer

The Treasurer shall:

1. Be the custodian of Chapter funds, securities, and assets, which shall be deposited in a federally insured institution;
2. Keep a full and accurate account of receipts and expenditures;
3. Disburse Chapter funds according to the budget adopted by the chapter, or seek approval from the Board for unbudgeted expenditures. In the Treasurer's absence or disability, the Vice President shall exercise this authority;
4. Present a report at meetings of the Board and provide the report online for membership review;
5. Prepare an annual report, which shall be submitted along with the financial records to the Auditing Committee, if available, or Board. The Committee, or Board, 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; and
7. Perform other duties appropriate for this office, as decided by the Board.

Information Media Specialist

The Information Media Specialist shall:

1. In conjunction with the Secretary conduct the official correspondence of the Chapter to communicate to members using appropriate digital media, e.g. newsletter, website, social medial, etc.;
2. Maintain the Chapter's digital/online platforms and the content;
3. During scheduled Board meetings, provide the Board statistics on information media engagement activity;
4. Through online media platforms, support activities of the Chapter aimed at increasing membership and encouraging participation;
5. Disseminate information regarding Chapter communications, functions and updates through digital media platforms to external business partners;
6. In conjunction with the Secretary, preserve all books, papers and electronic records belonging to the chapter; and
7. Perform other duties appropriate for this office, as decided by the Board.

Immediate Past President

The Immediate Past President shall:

1. Serve as a member of the Board;
2. Advise the President and Vice President with the activities of the Chapter;
3. Serve as Chairperson of the Nominating Committee; and
4. Perform other duties appropriate for this office, as decided by the Board.

Section 7. Removal

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.

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.

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, which will occur before August 30th. The programs and arrangements for Chapter meetings shall be made by the appointed committee, or in its absence, the Board. In the case of an emergency or extremely bad weather, a meeting may be cancelled or postponed by the President or the Vice President.

Section 2. Board Meetings

Meetings of the Board 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, which will occur before August 30th.

Section 3. Special Meetings

Special Meetings of the Chapter or the Board 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 majority of the Board shall constitute a quorum of the Board at Board meetings.

Twenty percent of the total members in attendance shall constitute a quorum for the transaction of business at Chapter meetings.

Section 5. Voting

All members in good standing, as defined in Article III, Section 4 of these Bylaws, are eligible to vote during Chapter meetings. Such votes must be made in person and not by proxy or otherwise. Votes will be taken by show of hands unless otherwise prescribed in these bylaws or policies of the Chapter.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. Composition

The Board which is the governing body of the Chapter, shall be composed of the President, Vice President/President Elect, Secretary, Treasurer, Information Media Specialist and Immediate Past President. There shall be Chapter Committees and Chapter Liaisons as listed in Article VIII.

Other Board positions may be appointed by the President subject to approval by the Board. Such positions are not to be named in the Bylaws as they will have limited scope and will change with the times and needs of the Chapter. For example, New Membership Coordinator or, Program Coordinator, etc.

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 shall:

1. Manage the activities of the Chapter;
2. Approve an annual budget and any amendments;

3. Select the dates for regular Chapter meetings; and
4. Other assigned duties.

Section 3. Meetings

A quorum must be present to conduct business before the Board at any of its meetings.

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.

The President may call special meetings or reschedule meetings of the Board as needed and shall determine the agenda of all Board meetings. Each officer may provide agenda suggestion to the President according to their role within the Board.

ARTICLE VII – FINANCES

Section 1. Fiscal Year

The Fiscal year of the Chapter shall begin July 1st and end June 30th 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 may create such standing committees, as it may deem necessary, to promote the purposes and carry on the work of the Chapter. The term shall be for one year or until a successor has been selected. The approval for appointment and removal require Board approval.

- A. Standing Committee – a committee established by the Board to run year to year for a specific purpose.
- B. Ad Hoc Committee – a committee formed to accomplish a specific task or purpose and is dissolved with completed or may become a standing committee by the Board.
- C. Removal of Committee Members – Committee members may be removed for cause by the appointing Authority.

Section 2. Duties of Committees

Committees shall perform duties as specified by the Board.

Section 3. Plan of Work

The chairman of each standing committee shall present a plan of work to the Board for approval. Deviations to committee plans relative to commitments, contracts or expenditures must be approved by the Board.

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 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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