

# **ATLANTA CHAPTER ARMA INTERNATIONAL BY-LAWS**

## **ARTICLE I ORGANIZATION**

### **SECTION 1 OFFICERS**

The officers shall be the

- Chair of the Board
- President
- First Vice-President
- Second Vice-President
- Secretary, and
- Treasurer

All officers have voting powers and are members of the Board of Directors.

The officers (excepting the Chair of the Board) are elected by a plurality vote of the members and shall hold office for one year from the date of their installation or until their successors take office. Officers shall be eligible for reelection.

### **SECTION 2 BOARD OF DIRECTORS**

The Board of Directors shall consist of the six (6) officers as provided in By-Law Article 1, Section 1 and three (3) directors with voting powers. The control and management of Atlanta Chapter of ARMA International, its affairs, meetings, and property shall be vested in the Board of Directors. The Board of Directors shall have the power to:

- Fill vacant officers position with a majority vote
- Remove any officer with just cause with two thirds majority vote from all directors
- Determine local chapter dues
- Perform any additional duties as properly devolve upon a Board of Directors of an incorporated organization, and
- Set the direction of the chapter and goals for the year.

Each member of the Board of Directors shall document their year and pass that information to their successor. The Board members will keep current year plus one year and pass past years to the Archive Committee Chair or manager.

### SECTION 3 DUTIES OF THE CHAIR OF THE BOARD OF DIRECTORS

The retiring president shall become Chair of the Board of Directors and serve during the ensuing year or until replaced by the next retiring president. The Chair of the Board of Directors shall

- Conduct meetings using Robert's Rules of Order
- Organize an annual Board planning meeting between new and old Board members prior to June 30<sup>th</sup>
- Prepare the agenda and preside over the Board of Directors meetings
- Present the existing Standing Rules at the first Board meeting so that the Board can vote to accept, modify, or remove each Standing Rule. [Standing Rules include the long-term decisions of the Board, which could be continued in the New Year (chapter membership dues, retired member dues, etc.).]
- Act in both an advisory and voting capacity
- Lead annual review of Constitution and By-Laws and propose changes to the Board
- Counsel with and assist the President and Board on all matters of Chapter policy and procedures
- Conduct the Annual Business Meeting (June membership meeting) at which time new officers are inducted and awards are given
- Assure that chapter records are created and passed to new officers
- Chair the Awards Committee or may appoint a manager and work with the President to appoint members to the awards committee
- Chair the Nomination Committee or may appoint a manager
- Assume the duties of the President during the absence of both the President and First Vice-President
- Assist with compiling the Chapter's annual report.

### SECTION 4 DUTIES OF THE PRESIDENT

The President shall

- Be familiar with Roberts Rules of Order
- Be responsible for the enforcement of the Constitution, By-Laws and all directives of the Board of Directors
- Set the direction of the chapter and goals for the year
- Prepare an annual budget for the upcoming year to present to the Board by the first Board meeting
- Create committees
  - Have the power to appoint and remove committee managers
  - Chair committees or appoint managers with the exception of the Awards and Nomination Committees
  - Supervise the activities of all committees to assure their responsibilities are carried out
- Keep the Board of Directors fully informed of the activities of the Chapter
- Preside over general membership meetings
- Be the main liaison with ARMA International and the Region
- Assist with compiling the Chapter's annual report
- Be the official custodian of and deliver to successor all current Chapter records, documents, and other property for which President is or may become responsible.

## SECTION 5 DUTIES OF THE FIRST VICE-PRESIDENT

The First Vice-President shall

- Chair the Program and Hospitality Committee or may appoint a manager
- Request and manage speaker budget
- Have such powers and duties as the President and/or Board of Directors shall delegate
- Be familiar with the Robert's Rules of Order
- Assume the duties of the President during the President's absence
- Assist with compiling the Chapter's annual report.

## SECTION 6 DUTIES OF THE SECOND VICE-PRESIDENT

The Second Vice-President shall

- Chair the Marketing Committee or may appoint a manager
- Request and manage marketing budget
- Have such powers and duties as the President, First Vice-President and/or Board of Directors shall delegate
- Assume the duties of the First Vice-President in First Vice-President's absence
- Be familiar with the Robert's Rules of Order
- Assist with compiling the Chapter's annual report.

## SECTION 7 DUTIES OF THE TREASURER

The Treasurer shall

- Receive and disburse the funds of the Chapter
- Keep and preserve proper books of accounts on their own computer using financial software approved by the Board, which shall
  - At all times be open to inspection by the Board of Directors, and
  - Be subject to audit at any time by an Auditing Committee appointed by the President
- Follow accounting procedures as approved by the Board of Directors
- Collect chapter membership fees from Retired members at the beginning of the year
- File with the Secretary of State Inc. the renewal of the Chapter's organizational status once the new board is named so that the proper names show for the coming year
- Be familiar with the Robert's Rules of Order
- Assist with compiling the Chapter's annual report.

The funds of the Chapter shall be

- Kept in the name of the Chapter in a financial institution approved by the Board of Directors and in accounts which have two signatures (President, Treasurer, and Secretary)
- Disbursed on checks signed by the Treasurer and the President or Secretary
- Disbursed only on vouchers / receipts approved by the Chair of the Board, President or First Vice-President and the Chapter members in charge of the activity involved
- Disbursed for expenditures approved by a majority vote of the Board prior to submission to the Treasurer
- Monthly, the Treasurer shall report in detail receipts, disbursements, and balances to the Board of Directors. Annually, the Treasurer shall report the same information to the Chapter membership at the June meeting and ending year balance to ARMA International
- Provide required IRS forms to ARMA International

- The Treasurer shall authorize the Secretary to perform any of the duties devolving on the Treasurer in the event of Treasurer's inability to act.

#### Audit of financial Records

- The outgoing Treasurer will hand-off the books to the incoming Treasurer on or by June 30<sup>th</sup> of each year. They will together fill out the ARMA International year-end report as a way of training and audit. A calendar is to be kept in front of the Treasurer file showing the yearly renewable items.
- By June 30<sup>th</sup> of each year, the incoming President, Treasurer, and Secretary will meet at the bank with the outgoing President to make name changes on Chapter accounts.
- Supply all financial records to the audit committee for review.

### SECTION 8 DUTIES OF THE SECRETARY

The Secretary shall

- Be familiar with the Robert's Rules of Order
- Keep the minutes of the meetings of the Board of Directors
- Keep the Standing Rules Log [a log of standing motions that affect the chapter beyond the current year]
- Chair the Archive Committee or may appoint a manager
- Collect the records of the outgoing board members and committee chairs
- Perform such duties as may be assigned by the Chair of the Board, President and/or Board of Directors
- Under direction of the Treasurer, the Secretary may perform any duties of the Treasurer during the absence of the latter or in the event of Treasurer's inability to act
- Assist with compiling the Chapter's annual report.

### SECTION 9 DUTIES OF THE DIRECTORS

Two Directors shall be elected in odd numbered years and one director in even numbered years by a plurality vote of the members. The Directors shall

- Hold office for two years
- Be familiar with the Robert's Rules of Order
- Act in both an advisory and voting capacity
- Chair a Standing Committee
- Assist with compiling the Chapter's annual report.

### SECTION 10 QUALIFICATIONS OF BOARD OF DIRECTORS

- The Chair of the Board, President, and either or both Vice Presidents **shall not** be employed by the same firm or agency.
- Must be a member in good standing of the Chapter.
- Must not be currently holding an office with ARMA on a regional, national, or international level with the exclusion of committees. However, a member may be nominated if the ARMA International term of office shall be completed prior to assuming their new Chapter office duties.
- For President, First Vice-President or Second Vice-President nominee should have previously served as an officer, committee manager, and/or director. Normally, one seeking the office of President would have previously served as First Vice-President and

one seeking the office of First Vice-President would have previously served as Second Vice-President.

- For Treasurer, Secretary, or Director – nominee should have demonstrated an active involvement in and commitment to the Chapter, including active committee participation or preferably committee chair.
- Member must be willing and able to serve.

## SECTION 11 ELECTIONS

- All Chapter members are eligible to vote in the election for Chapter Officers and Directors as long as their membership is in good standing according to ARMA International criteria for membership.
- If there is only one qualified candidate for any officers or directors position no ballot will be prepared. The candidate will be considered elected by acclamation and the general membership will be advised.
- Ballots Elections
  - The ballot will list the names of the official nominees for each vacant office.
  - The ballot will provide a space for write-in votes.
  - If there is only one qualified candidate for any officers or directors position no ballot will be prepared. The candidate will be considered elected by acclamation and the general membership will be advised.
  - An election ballot will be mailed and or electronically transmitted by May 1.
  - Ballots may be returned by mail or electronic transmission to the Chair of the Tellers Committee or may be brought to the May membership meeting.
  - Ballots will be collected and counted by the Tellers Committee and the winners announced by the President or Chair of the Board of Directors.
  - Ballots received after the May membership meeting will be invalid and not counted.

## SECTION 12 RECORDS

The records of officers or committees must be transferred to the custody of the Archives Committee as their terms expire, which shall be incorporated into the archives and serve as the history of the Chapter.

## SECTION 13 APPOINTIVE COMMITTEE CHAIRS

Appointed committees shall have such powers and duties as the President and/or Board of Directors may delegate to them and oversee activities of appointed committee as directed by the By-Laws.

## ARTICLE II MEMBERSHIP

### SECTION 1 CLASSES OF MEMBERSHIP

- Regular - A duly qualified individual in good standing with the Association entitled to full rights and benefits of ARMA International. ARMA International defines the criteria for regular membership.
  - The Chapter Board of Directors determines the Chapter dues for regular members and annually the President reports the amount to ARMA International who collects the dues and sends them to the Chapter.
  
- Honorary - An individual who has been granted life membership by ARMA International's Board of Directors ARMA International defines the criteria for honorary membership.
  - The Chapter may recommend honorary members to the ARMA International Board of Directors. Upon approval, the person will be considered an honorary member of both ARMA International and the Chapter. A person holding this type membership may hold elective office. There are no dues for honorary members.
  
- Retired - A current or former member in good standing with the Association, who has retired from the profession of records and information management. ARMA International defines the criteria for retired membership.
  - Retired membership does not include the privilege of voting in an ARMA International election, holding office, or receiving *The Information Management Journal*.
    - ✓ **Sustaining**
      - To qualify for a Retired-Sustaining membership, a person
      - Must be a retired member of ARMA,
      - Pays annual dues to the Chapter (amount determined by Board of Directors) and
      - Pays the ARMA International dues.
      - The applicant will be entitled to receive all benefits and privileges of a Regular Chapter member and those accorded by ARMA International.
    - ✓ **Continuing**
      - To qualify for a Retired-Continuing membership, a person
      - Must be a retired former member of ARMA,
      - Pays annual dues to the Chapter (amount determined by Board of Directors), but not ARMA International.
      - The applicant will be entitled to all privileges of a Regular Chapter member. ARMA International does not accorded any privileges for this type of membership.
  
- Student - Any enrolled full time post secondary student. Student membership does not convey the privileges of voting in ARMA International elections or holding office. ARMA International defines the criteria for student membership.

## **ARTICLE III COMMITTEES**

### **SECTION 1 STANDING COMMITTEES**

The Chapter shall maintain designated standing committees. The President shall create or invoke committees as deemed necessary. The President shall appoint the chair of each committee except as noted below and each Chapter Officer shall manage a committee. Committee chairs shall serve a minimum of one year from the date of appointed to office. Committee members may volunteer or be asked by the committee manager with the approval of the President.

#### **A. ARCHIVES / LIBRARY COMMITTEE**

This committee shall

- Be chaired by the Secretary who may appoint a committee manager
- Manage any Chapter records older than one year, apply the Chapter retention schedule, and manage the storage of these records
- Maintain the Atlanta Chapter Library,
  - Index and routinely publish all library holdings in the newsletter,
  - Identify and obtain Board approval for the purchase of items to be added to the library,
  - Solicit donations to the Library,
  - Make all material available to members, charging-out for a specified time and assuring return.

#### **B. AWARDS COMMITTEE**

This committee shall

- Be chaired by the Chair of the Board who may appoint a manager,
- Consist of a minimum of three members,
- Solicit advice from Board and other members,
- Select those Chapter members who warrant special recognition and awards because their efforts and participation have contributed to the growth and success of the Chapter and or ARMA International,
- Purchase appropriate awards to recognize these individuals, and
- Present these awards at the June meeting.

#### **C. CAREER PLACEMENT COMMITTEE**

This committee shall

- Collect and assemble information regarding job openings in the profession,
- Make said information available to Chapter members,
- Solicit resumes from members seeking a career change for the purpose of making them available to employers seeking Records and Information Management professionals to fill vacancies, and
- Work with a high degree of confidentiality and discretion so as not to place any member seeking a career change in an unfavorable position with his or her present employer.

#### D. CRM LIAISON

This committee shall

- Disseminate information concerning the Certified Records Manager program, exams, etc. and
- Be a committee of one person.

#### E. ELECTRONIC COMMUNICATIONS COMMITTEE

This committee shall

- Manage the Chapter's web site including
  - Service provider
  - Updates to site
- Manage other electronic communications such as list serve, etc.

#### F. MARKETING COMMITTEE

This committee shall function as the Chapter's liaison to all matters relating to promoting the chapter. Subcommittees shall include advertisement, newsletter, photography, and public relations. The Second Vice President shall chair these committees or may appoint a manager for each subcommittee.

##### *Advertisement sub-committee:*

This committee shall

- Present to the Board for approval the advertising rate schedule to be used each year.
- Sell advertising space in chapter communications to vendors
- Collect payments for advertisement
- Plan the advertising campaign,
- Make members aware of products and services offered by vendors and
- Help the Chapter financially to carry out programs and activities that would not otherwise be possible.

##### *Newsletter sub-committee:*

This committee shall

- Function as editor and publisher of the Atlanta chapter newsletter
- Be responsible for soliciting articles, notices, photographs, and other Chapter and ARMA International information for publication,
- Prepare and format the newsletter, and
- Assure its publication and distribution to all parties on the Chapter's mailing list, whether electronic or paper.

##### *Photography sub-committee:*

This committee shall

- Take photographs at all chapter meetings and functions,
- Make photos available for publication in the newsletter, region newsletter, chapter public relations program, etc.

*Public Relations sub-committee:*

This committee shall

- Solicit and promote favorable publicity for the Chapter and its meetings through printed publications, radio, television, and other media,
- Receive news items for publication in the Chapter Newsletter from officers and members,
- Sponsor service projects approved by the Board, and
- Make every effort to increase the awareness of ARMA in Metropolitan Atlanta.

G. Membership Committee

This committee shall

- Make available ARMA applications to all potential members and guests at the monthly meetings
- Distribute welcome packages to new members, and
- Recruit and retain new members.

H. Nominations Committee

This committee shall

- Be chaired by the Chair of the Board of Directors who may appoint a manager
- Consist of at least three members
- Solicit nominations from the general membership no later than March
- Prior to the April membership meeting, select from the solicited applicants qualified members based on the following minimum qualifications:
  - Must be a member in good standing of the Chapter.
  - Must not be currently holding an office with ARMA on a regional, national, or international level with the exclusion of committees. However, a member may be nominated if the ARMA International term of office shall be completed prior to assuming their new Chapter office duties.
  - For President, First Vice-President or Second Vice-President nominee should have previously served as an officer, committee manager, and/or director.
  - Normally, one seeking the office of President would have previously served as First Vice-President and one seeking the office of First Vice-President would have previously served as Second Vice-President.
  - For Treasurer, Secretary, or Director – nominee should have demonstrated an active involvement in and commitment to the Chapter, including active committee participation or preferably committee chair.
  - Member must be willing and able to serve.
  - If there is only one qualified candidate for any officers or directors position no ballot will be prepared. The candidate will be considered elected by acclamation and the general membership will be advised.
- Present the slate to the Board of Directors
  - The Board of Directors shall accept the slate of nominees, unless a finding by a majority vote of the Board that the official nomination procedure has not been followed.
- Ballots Elections
  - The ballot will list the names of the official nominees for each vacant office.

- The ballot will provide a space for write-in votes.
- If there is only one qualified candidate for any officers or directors position no ballot will be prepared. The candidate will be considered elected by acclamation and the general membership will be advised.
- An election ballot will be mailed and or electronically transmitted by May 1.
- Ballots may be returned by mail or electronic transmission to the Chair of the Tellers Committee or may be brought to the May membership meeting.
- Ballots will be collected and counted by the Tellers Committee and the winners announced by the President or Chair of the Board of Directors.
- Ballots received after the May membership meeting will be invalid and not counted.

#### I. PROGRAM AND HOSPITALITY COMMITTEE

This committee shall function as the Chapter's liaison to all matters relating to membership meetings and the social success of these meetings. The First Vice-President shall chair this committee who may appoint a manager for each subcommittee.

*Program Sub-Committee shall:*

Make all necessary arrangements for the planning of successful Chapter membership meetings, including

- Selection and securing of speakers,
- Appointing discussion leaders,
- Planning topics,
- Promoting good attendance,
- Issue notice of meetings

*Hospitality Sub Committee shall:*

Make the necessary social arrangements for successful Chapter meetings,

- Assist in establishing meeting location, rooms, and arrangements for the meetings (site and menu selection),
- Maintain a reservations list,
- Welcome members and guests at each meeting,
- Issue name tags,
- Purchase door prizes as authorized by the Board, and
- Greet/contact new members.

#### J. SPECIAL PROJECTS COMMITTEE

The President may appoint Special Committees when it is deemed necessary. These committees are chaired by the President who may appoint a manager. The President shall handle or otherwise accomplish special projects for the Chapter not falling under the responsibility of the other standing committees.

A Seminar Committee is an example of a Special Projects Committee. This committee shall plan, administer and execute a seminar including

- Defining topics,
- Obtaining speakers,
- Publication and distribution of brochures,
- Site selection,

- Scheduling,
- Promotion,
- Recommending fees to the board, and
- Other activities necessary to assure an educationally and financially successful annual seminar.

**K. TELLER COMMITTEE**

The President may appoint a Teller Committee when it is deemed necessary

This committee shall

- Consist of a minimum of two people
- Collect and count ballots, and
- Report results to the President or the Chair of the Board.

Ballots – Election of Officers

- Ballots may be returned by mail or electronic transmission to the Chair of the Tellers Committee or may be brought to the May membership meeting.
- Ballots will be collected and counted by the Tellers Committee and the winners announced by the President or the Chair of the Board of Directors.
- Ballots received after the May membership meeting will be invalid and not counted.

Ballots – Chapter Matters

- Ballots may be returned by mail or electronic transmission to the Chair of the Tellers.
- Ballots will be collected and counted by the Tellers Committee and the results announced by the President or Chair of the Board of Directors.
- Ballots received after specified deadline will be invalid and not counted.

**L. AUDIT COMMITTEE**

The President shall appoint with the approval of the Board of Directors a committee to review the financial records of the Chapter annually. The committee shall

- Review all financial records for the current year
- Review and make recommendations on accounting procedures
- Submit a report of findings to the Board
  - Recommend to accept to financial records, or
  - Recommend hiring an independent CPA for further review.

## **ARTICLE IV**

## **MEETINGS**

### **SECTION I**

### **REGULAR MEETINGS**

Unless otherwise ordered by the Board of Directors, regular membership meetings shall be held monthly on the third Tuesday or another day of the month as determined by the Board of Directors.

**SECTION 2 ANNUAL BUSINESS MEETING**

The Annual Business Meeting shall be held in June of each year. The new officers and board members will be installed. The outgoing President shall give a “state of the chapter” (membership, accounting, etc.). The Chair of the Board shall administer the oath of office to install the officers.

**SECTION 3 BOARD OF DIRECTOR MEETINGS**

Unless otherwise ordered by the Board of Directors, regular board meetings shall be held prior to the regular membership meetings. Special meetings of the Board of Directors may be called by the Chair or President.

**SECTION 4 QUORUM**

At any meeting of the Chapter each member in good standing present shall be entitled to vote. There shall be no voting by proxy. Twenty percent of the membership shall constitute a quorum. At the Board of Directors meetings, a majority of the board membership shall constitute a quorum.

**SECTION 5 PARLIAMENTARY AUTHORITY**

Current Robert's Rules of Order shall be the parliamentary authority of the Chapter in conducting all meetings.

**SECTION 6 SUSPENSION OF THE RULES OF ORDER**

Any rule of order may be temporarily suspended by a majority vote of those present at any meeting.

**ARTICLE V FISCAL YEAR**

The fiscal year of the Chapter shall begin on July 1 and end on June 30.

**ARTICLE VI AMENDMENTS TO THE BY-LAWS**

Amendments to the By-Laws may be proposed by the Board of Directors on an affirmative vote of the majority of its members or by petition of twenty percent of the Chapter members. A copy of the amendment(s) shall be sent to each member, together with a ballot and a notice specifying a date on which the ballot must be in the possession of the Tellers Committee. Amendments shall be made by an affirmative vote of the majority of the ballots cast.

**ARTICLE VII DISSOLUTION**

Upon dissolution of the Corporation, 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 International Revenue Code of 1954, as amended, and the regulations promulgated there under, as both now exist or may hereafter be amended.