



M A D I S O N

ARMA MADISON CHAPTER

BYLAWS

May 10, 2009

TABLE OF CONTENTS

	Page
ARTICLE I – NAME.....	4
ARTICLE II – CHAPTER OBJECTIVES.....	4
ARTICLE III – MEMBERS.....	4
Section 1 – Classes of Members	
Section 2 - Requirements	
Section 3 - Qualifications	
Section 4 – Good Standing	
Section 5 – Applications	
Section 6 – Nonrenewal and Reinstatement	
Section 7 – Censure, Suspension, or Expulsion	
ARTICLE IV – OFFICERS AND THEIR DUTIES.....	6
Section 1 – Officers	
Section 2 – Qualifications	
Section 3 - Term of Office	
Section 4 – Annual Nomination and Election	
Section 5 – Vacancies	
Section 6 – Duties and Responsibilities	
Section 7 - Removal	
ARTICLE V – MEETINGS.....	9
Section 1 – Regular Meetings	
Section 2 – Annual Meeting	
Section 3 – Special Meetings	
Section 4 – Quorum	
ARTICLE VI – BOARD OF DIRECTORS.....	9
Section 1 – Composition	
Section 2 – Duties	
Section 3 - Meetings	
ARTICLE VII - FINANCES.....	10
Section 1 – Fiscal Year	
Section 2 – Membership Dues	
Section 3 - Expenditures, Reimbursements & Charges	
Section 4 - Audit	

ARTICLE VIII – COMMITTEES.....11
 Section 1 – Committees
 Section 2 – Duties of Committees
 Section 3 – Plan of Work
 Section 4 – Ex Officio Member

ARTICLE IX – DISSOLUTION.....11

ARTICLE X - PARLIAMENTARY PROCEDURES.....11

ARTICLE XI – AMENDMENTS.....11

ARTICLE XI – ADOPTION.....13

ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATORS, INC.

MADISON CHAPTER BY-LAWS

ARTICLE I – NAME

This not-for-profit organization shall be known as the Madison Chapter of ARMA International, Inc. (Chapter 086). The Headquarters of the ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATORS, INC. – MADISON CHAPTER shall be located at the address designated by the Chapter Board of Directors.

ARTICLE II – CHAPTER OBJECTIVES

The objectives of this Chapter are:

1. To promote and advance the improvement of records and information management and related fields through study, education and research.
2. To advance professional knowledge and techniques by sharing and exchanging experiences and information related to the field of records and information management.
3. To develop and advance standards of professional competence in the field of records and information management.
4. To promote professional growth by providing networking opportunities and working relationships with other related professional organizations.
5. To encourage our members to follow ARMA International, Inc. Code of Professional Responsibility (see Appendix A).

ARTICLE III – MEMBERS

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. Chapter members must also be ARMA International, Inc. members.

Section 1. Classes of Members

The Madison Chapter shall have the following four (4) classes of membership:

- A. Regular Chapter Member. A duly qualified individual in good standing with the Association entitled to full rights and benefits of ARMA International and the Chapter.
- B. Honorary. An individual who has been granted life membership by ARMA International's Board of Directors. The Board of Directors shall grant Chapter Honorary Membership in recognition of special and unique contributions to the Association, the Chapter, and/or Records and Information Management Profession. Payment of chapter dues shall not be

required. International Association dues are required. The Honorary member shall not hold an elective office. Honorary members shall be eligible to vote in Chapter elections.

- C. **Student.** Any enrolled full time post-secondary student. Student membership does not convey the privileges of voting in ARMA International elections, ARMA Madison Chapter elections, or holding positions in the Chapter office.
- D. **Retired.** 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, ARMA Madison Chapter elections, holding Chapter office, or receiving *The Information Management Journal*.

Section 2. Requirements

The requirements 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 ARMA Madison 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 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 and the ARMA Madison Chapter and complies with the provisions and obligations of the Articles of Incorporation and Bylaws.

Section 5. Applications

Applications for membership (regular or student) 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. Nonrenewal and Reinstatement

- A. Members whose dues have not reached ARMA International for 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 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 Board of Directors of the Chapter shall provide written notification to the party concerned and afford an opportunity for a hearing before the Board of Directors or a special committee appointed by the Board of Directors 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, President-elect, Vice President of Programs, Vice President of Membership, Vice President of Seminar, Secretary, Treasurer, and Past President.

Section 2. Qualifications

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

Section 3. Term of Office

All Officers shall assume office July 1. They shall serve for a term of one year or more or until their successors are elected and have assumed duties. The President shall serve no more than 2 consecutive terms. The Treasurer shall serve a minimum of 2 terms, but no more than 5 consecutive terms. An Officer who has served for more than half a term shall be considered to have served a full term.

Section 4. Annual Nomination and Election

Successors to the offices of President-elect, Vice President of Program, Vice President of Membership, Vice President of Seminar, Treasurer, and Secretary for one-year terms as provided in the Bylaws shall be elected prior to or at the Annual Business Meeting in May each year. (See Annual Nomination and Election Procedures in the Chapter Handbook.)

- A. Announcement of new officers shall occur at the last monthly meeting of the fiscal year.
- B. Term of office commences on July 1 and ends June 30 of the following year.
- C. The President-Elect assumes the office of President once the existing President has served his/her term. The President-elect must have served at least one year on the Board.

- D. There shall be no more than two board members concurrently serving on the Board of Directors employed by the same organization or governmental agency at any time.
- E. There shall be no more than one vendor member serving on the Board of Directors at any given time.
- F. Voting Eligibility: Only ARMA-Madison Chapter members in good standing are eligible to vote in the Chapter's Board of Directors elections.

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. In the event the office of President becomes vacant, the Past President shall fill the position for the remainder of the 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 appointed.

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 all meetings of the Board of Directors and of the members.
- 2. Appoint the chairmen 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.

B. President-elect. The President-elect shall:

- 1. Become knowledgeable with all aspects of the Chapter and duties of the President.
- 2. In all ways, assist the President in the executive direction of chapter affairs.
- 3. Coordinate strategic planning for the Chapter.
- 4. May chair or co-chair a committee.
- 5. Assist with communications and marketing of the Chapter.

C. Past President. The Past President shall:

- 1. Assist the Board of Directors in the maintenance of continuity from one administration to the next.
- 2. Assist the President with his/her duties as needed.
- 3. Assume the duties of the President in the absence, resignation, or disability of the President.
- 4. Participate on the Strategic Planning Committee.
- 5. Serve as Chairperson of the Nominating Committee.
- 6. Perform other duties as assigned by the President and/or Board of Directors.

D. Vice President of Programs. The Vice President of Programs shall:

1. Plan and schedule regular monthly programs in accordance with the Chapter's annual operating plan.
 2. Act as Master/Mistress of Ceremonies and introduce the speaker(s).
- E. Vice President of Membership. The Vice President of Membership shall:
1. Maintain current membership roster at all times.
 2. Secure new membership applications and submit applications of new members to International.
 3. Maintain contact with the ARMA International, Inc. Membership Committee and cooperate in the membership policies and plans of the Association.
- F. Vice President of Seminar. The Vice President of Seminar shall:
1. Be responsible for the budget, planning, and administration of the Annual Spring Seminar for the purposes of educating members and nonmembers, as well as serving as the primary annual fund raiser for the Chapter.
 2. Act as Master/Mistress of Ceremonies for the seminar.
- G. 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. Conduct the official correspondence of the Chapter.
 3. Perform such other duties as may be assigned by the President and/or the Board of Directors.
- H. Treasurer. The Treasurer shall:
1. Have custody of all the funds of the Chapter, which shall be deposited in a federally insured institution.
 2. Keep full and accurate account of receipts and expenditures.
 3. Make disbursements as authorized in accordance with the budget adopted by the Chapter.
 4. Present a report at all meetings of the Board of Directors
 5. Submit reports as required by ARMA International.
 6. Prepare an Annual Report which shall be submitted, along with the financial records, to the Auditor/Audit Committee. The Auditor/Audit Committee, when satisfied that the Treasurer's Annual Report is correct, shall sign and date a statement of that fact at the end of the report.

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

Unless otherwise ordered by the Board of Directors, Chapter Membership meetings shall be held monthly on the 2nd Tuesday of the month from September through May. These meetings will provide for educational and networking opportunities for members. Meeting notices will be sent out two weeks prior to the meeting. In case of an emergency or extremely bad weather, a meeting may be cancelled by the President.

Section 2. Annual Meeting

The Annual meeting for the election of officers and directors shall be held at the last Chapter Membership meeting in each fiscal year. For issues requiring voting, the members in good standing who attend the May meeting shall constitute a quorum.

Section 3. Special Meetings

A special meeting of the Chapter membership may be called by the Board of Directors or by petition to the Board of Directors of ten (10) members in good standing. Notice of such special meeting shall be sent by the Secretary to all Chapter members in good standing at least five (5) days prior to the date fixed for such special meeting, and such notice shall be accompanied by an agenda of the special meeting.

Section 4. Special Votes

In the event a decision is required prior to the next monthly Board meeting, voting may be conducted via e-mail. A majority of votes shall be required to pass.

Section 5. Quorum

A quorum must be present to conduct business coming before the Chapter membership at its Annual Meeting. The quorum shall consist of thirty-three percent (33%) of the chapter members in good standing. No voting by proxy shall be permitted.

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, the Immediate Past President, and standing committee chairpersons.

Section 2. Duties

The Board of Directors shall:

- A. Manage the activities of the Chapter.
- B. Appoint the Auditor/Auditing Committee and approve its report.

- C. Approve budgets.
- D. Select the dates and make arrangements for meetings of the members.
- E. Perform any other duties as needed.

Section 3. Meetings

- A. Unless otherwise notified, the Board of Directors meetings shall be held monthly. The June Board of Directors meeting shall be attended by all Board members and Officers shall deliver to the newly elected Officers all books, papers, records, and other property of the organization for which he/she was responsible.
- 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.

Section 4. Quorum

A quorum must be present to conduct business coming before the Board of Directors at any of its meetings. The quorum shall consist of a majority of members of the Board of Directors. No voting by proxy shall be permitted.

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

- A. 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 1.
- B. International Association dues shall be set by ARMA International, Inc. and shall be payable on the original membership anniversary date.

Section 3. Expenditures, Reimbursements & Charges

- A. Expenditures:
 - 1. The Board of Directors must approve any expenditure exceeding the amount of \$250.
 - 2. The Chapter shall be responsible for the President's registration fees for attending the Annual ARMA International, Inc. Conference. If the President is unable to attend, the Board of Directors may nominate a replacement.
 - 3. The Chapter shall be responsible for covering reasonable expenses for two (2) Board of Directors' attendance and travel to the Great Lakes Leadership Conference, annually.

B. Reimbursements:

Receipts must accompany all requests for reimbursement.

Section 4. Audit

An audit of the Chapter books shall be performed by an external auditor at the end of each fiscal year.

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 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.

Section 3. Plan of Work

The chairman 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

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 Internal Revenue Code of 1954, as amended, and the regulations promulgated thereunder, 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 Released* shall govern the proceedings of the ARMA Madison Chapter in all cases not provided for in these Bylaws or Articles of Incorporation and ARMA International Policies and Procedures.

ARTICLE XI – AMMENDMENTS

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.

ARTICLE XII – ADOPTION

These revised Bylaws replace the previous Bylaws dated 9/11/2007 and were approved by the Board of Directors on 10/20/2009.

Timothy Hughes
President

Steve Bond
Vice President Seminar

Carl Senzyl
President Elect

Priscilla Jansen
Vice President of Membership

Ana J. Aquino-Riley
Immediate Past President

Diane Vultaggio
Treasurer

Jean Armstrong
Vice President Programs

Sandra Brady-Rudd
Secretary