

Bylaws of the Tidewater Chapter  
of  
ARMA International

**ARTICLE I - NAME**

This not-for-profit organization shall be known as the Tidewater Chapter, Association of Records Managers and Administrators (ARMA), Inc., herein referred to as “Tidewater Chapter.”

**ARTICLE II - OBJECTIVES**

It is the objective of this Chapter to advance records and information management as a discipline and a profession in the Tidewater Virginia area, to organize and promote programs of education, training, and networking in the profession of records and information, to support the enhancement of professionalism of members, and to promote cooperative endeavors with related professional groups.

**ARTICLE III - MEMBERS**

Section 1. Classes of members.

A. Regular Chapter Member

A duly qualified individual in good standing with the Association entitled to full rights and benefits of ARMA International.

B. Honorary

An individual who has been granted life membership by ARMA International’s Board of Directors.

C. Student

Any enrolled full time post-secondary student. Student membership does not convey the privileges of voting in ARMA International elections, Tidewater Chapter elections, or holding 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 an ARMA International elections, Tidewater 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 Tidewater 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, the Tidewater Chapter, and complies with the provisions and obligations of the Articles of Incorporation and the 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. 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

The Nominating Committee shall prepare a slate of at least one nominee for each elective office to be filled and the presiding officer shall present such slate to the Board and general membership no later than the regular March Tidewater Chapter meeting. At the Tidewater Chapter meeting in March, the presiding officer shall call for any additional nominations from the floor. In order to appear on the ballot, the individuals named must be contacted and be willing to serve, if elected.

#### Section 4: Election Procedures

The Nominating Committee shall prepare ballots to designate the names on the slate of nominees for elective offices, providing spaces also for write-in votes. The ballot shall be distributed by the Nominating Committee in April to each regular Chapter member as described in Article III, Section 1. The Nominating Committee shall designate a Teller to receive all ballots cast. Voting

will be by mail or fax by regular Chapter members in good standing. To be valid, all ballots must be signed and received by the Teller by the second Friday in May. The Teller shall tabulate all valid ballots, certify and report the results to the Nominating Committee Chair before the third Tuesday in May. The Nominating Committee shall report the results to the Board Chair for announcement at the Chapter meeting/seminar in May.

#### Section 5. Term of Office

All Officers shall assume office July 1. They shall serve for a term of one year 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.

#### Section 6. Vacancies

A vacancy in any office except that of President shall be filled by appointment by the Board of a member in good standing for the unexpired term, subject to approval by majority vote of the Chapter membership. If any officer is absent from two consecutive Board meetings for causes unacceptable to the Board, a vacancy shall be considered to exist and a successor appointed.

#### Section 7. 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 preside at all meetings of the Chapter and of the Board. The President shall have the power to appoint members of all committees. He/she shall be the Executive Head of the Chapter and shall exercise general supervision over its affairs and shall be responsible for the enforcement of the Articles of Incorporation, Bylaws, Standing Rules or other regulations, and all directives of the Board. The President shall serve as the Chapter Liaison with ARMA International and shall be responsible for communicating information from ARMA International to the Chapter membership. He/she shall keep the Board fully informed of the activities of the Chapter, and shall be responsible for coordinating the activities of all special committees. The President shall be an ex-officio member of all Standing and Special Committees, with the exception of the Nominating Committee. The President shall 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 custodian.
- B. Vice-President. The Vice-President shall assume all of the duties of the President during his/her absence or disability; assist the President with his/her duties; and shall have such powers and duties as the President and/or Board of Directors shall delegate to him/her. The Vice-President shall automatically succeed to the Office of President after his/her term as Vice-President is concluded.
- C. Secretary. The Secretary shall have custody of the Chapter's Charter from ARMA International, keep the minutes of all meetings of the Chapter (including those of the Board), attend to such other correspondence as is required of this office, and perform such other duties as shall be assigned by the President and/or Board. The President may authorize any officer to perform any of the duties of the Secretary during the absence or incapacity of the Secretary.
- D. Treasurer. The Treasurer shall be the custodian of all funds and securities. He/She shall sign all checks of the Chapter. The Treasurer shall receive all payments to which the Chapter is

entitled. He/She shall deposit all funds in depositories approved by the Board. The Treasurer will prepare a proposed annual operating budget, for review and approval of the Board and membership at the beginning of each fiscal year. The Treasurer will also prepare and file any financial reports required by law and/or ARMA International, such as 990 forms, within required deadlines. All checks shall require the signature of two officers. The Treasurer shall submit a written report of receipts, expenditures, and balance on hand each month to the President and membership. The President may authorize any officer to perform any of the duties of the Treasurer during the absence or incapacity of the Treasurer.

#### Section 8. 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 determined by the Board, at least eight regular meetings shall be held, monthly from September to June inclusive, and normally on the third Tuesday of each month. Each member requesting meeting meal reservations and failing to appear will be invoiced for the cost of his/her meal or his/her guest's meal if the meal cost is charged to the Chapter. Routine business of the Chapter may be transacted during this meeting as long as there is a quorum of the membership present.

#### Section 2. Special Meetings.

A special meeting of the membership may be called by the Board or by petition to the Board by two-thirds (2/3) of the membership in good standing. Notice of such a meeting shall be sent to the members at least ten (10) days prior to the date fixed for the special meeting, and such notice shall be accompanied by an agenda of the meeting. In the event of an emergency situation, as declared by the President and reasonably communicated to all Board members, a special meeting of the membership may be held by using any industry-accepted electronic means of communications.

#### Section 3. Annual Meeting.

The Annual Meeting for the installation of new officers and the annual awards ceremony shall be held in June of each year. The Newsletter Editor or Secretary (in the absence of a Newsletter) shall send a notice of the annual meeting to each member of the Association not less than ten (10) days prior to the meeting.

Section 4. Quorum.

At business meetings of the Chapter, each member Regular and Honorary member as described in Article III, Sections 1A and 1B, shall be entitled to one (1) vote. There shall be no voting by proxy. Twenty-five percent (25%) of members shall constitute a quorum.

## **Article VI - Board of Directors**

Section 1. Composition.

The control and management of the Chapter, its affairs, meetings, and property shall be vested in the Board of Directors, hereinafter referred to as "Board". The Board, which is the governing body of the chapter, shall consist of the elected officers and immediate past president as its voting members. The Newsletter Editor and the Chairpersons of each Standing Committee will be Ex-Officio members of the Board.

Section 2. Duties.

The Board shall manage the activities of the Chapter and select the dates and make arrangements for meetings of the members. The Board may remove any appointive officer or member of a committee with or without cause, and perform any and all additional duties as determined by the Board. All decisions made by the Board must be approved by at least three Board members attending the Board meeting.

Section 3. Meetings.

Unless otherwise ordered by the Board, regular meetings of the Board shall be held at least three times per year. The President or a majority of its members may call special meetings of the Board. In the event of an emergency situation, as declared by the President and reasonably communicated to all Board members, the Board may hold a meeting by using any industry-accepted electronic means of communications. The Secretary shall make a summary record of such an emergency meeting and publish such record as meeting minutes in the next available issue of the Chapter newsletter. All Board meetings are open to the membership. At Board meetings, three Board members shall constitute a quorum.

## **Article VII - Finances**

Section 1. Fiscal Year.

The fiscal year of the Chapter shall begin on July 1<sup>st</sup> and end June 30<sup>th</sup> 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 chairman shall be for one year or until a successor has been selected. Appointed Committees shall have such powers and duties as the President and/or Board of Directors may delegate to them.

### A. Standing Committees

The President shall appoint, with the advice and consent of the Board of Directors, the following Standing Committees from the Chapter membership to serve one year from the date of installation of officers.

1. Membership Committee
2. Program Committee
3. Publications and Publicity Committee
4. Financial and Audit Committee
5. Education Committee

Standing Committees shall perform duties as assigned by the President and outlined in the Standing Rules of the Chapter.

### B. Special Committees

The President shall appoint the following special committees from the members of the Association annually to serve as deemed necessary. Special Committees shall perform duties as assigned by the President and outlined in the Standing Rules of the Chapter.

1. Nominating Committee
2. Awards Committee
3. Other Special Committees

## **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 *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 active members 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.