

Bylaws of the Puget Sound Chapter of ARMA International

Article I – Name

The Puget Sound Chapter of ARMA International is a Washington State Not for Profit Corporation.

Article II – Objectives

The objectives of this Chapter shall be:

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. This Chapter is organized and operated exclusively for the above stated purposes and for other not-for-profit purposes and no part of any income or earnings shall benefit any private member.

Article III – Members

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, Puget Sound 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, 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 Puget Sound Chapter shall not be denied nor abridged on account of race, color, religion, sex, age, national origin, disability, sexual orientation, or life style choice.

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 Puget Sound 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 60 days following the expiration date of membership shall be considered non-renewed.
- B. A non-renewed member or 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, or unfavorable 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.

Section 8. Reinstatement, Restoration of Membership.

- A. Any member censured or suspended shall be eligible to apply to have their membership restored to active status by submitting a written request to the Board of Directors for action.
- B. Any member expelled shall be eligible to apply for reinstatement by submitting a new application for membership as provided in Article 3, Section 5 - Applications.
- C. Application for restoration or reinstatement of membership following suspension must be approved by a majority vote of the Board of Directors.

Article IV – Officers and Their Duties

Section 1. Officers.

The officers of the chapter shall be a President, Vice President, Secretary, Treasurer, Chairman of the Board, and one (1) Director.

Section 2. Qualifications.

- A. All officers shall be professional members in good standing of ARMA International and the Chapter. Any Chapter member holding a Great Northwest Region or International leadership position shall not be eligible to hold a board position in the Puget Sound Chapter.
- B. The Chairman of the Board shall be the Immediate Past President of the Chapter. If the event the Immediate Past President cannot serve, any past president of the Chapter may serve as Chairman of the Board.

Section 3. Nomination and Election.

Election of the successors of the officers and directors of the Board shall be conducted at the annual Chapter membership meeting in May. Elected positions shall be President, Vice President, Secretary, Treasurer, for a one (1) year term and all Directors for a two (2) year term.

Section 4. Nominating Procedures.

The Chairman of the Board will conduct the nominations process at the February or March Membership meeting where he/she will accept nominations from the voting members of the Chapter. The Chairman will then confirm the nomination with each nominee and present the slate of nominees at the April Board of Directors meeting for approval.

Section 5. Election Procedures.

- A. Voting shall be by Chapter members in good standing.
- B. Voting shall be by secret ballot prepared by the Chairman of the Board. Such ballots shall contain only necessary instructions for proper completion, the names of the nominees, and spaces for write-in candidates for each office. There will be no individual voter identification on any ballot.
 - 1. Ballots will be validated by the Secretary and the Chairman of the Board.
 - 2. Any candidate who receives a majority of votes on any ballot shall be declared elected.
 - 3. At the Annual Chapter Membership Meeting in May, the Chairman of the Board will report the results and will notify all candidates as soon as possible.
 - 4. Installation of officers and directors will be held at the June Membership Meeting.

Section 6. Term of office.

All Officers shall assume office July 1st. They shall serve for a term of one (1) year or until their successors are elected and have assumed duties. No officer except the Secretary and Treasurer shall serve more than two consecutive terms in the same office unless waived during the nomination meeting and approved by a two-thirds (2/3) majority of the voting members. An officer who has served for more than half a term shall be considered to have served a full term.

Section 7. Vacancies.

A vacancy in any office except that of President shall be filled by election by the Board of Directors for the unexpired term.

Section 8. 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 Chapter's Standard Operating Procedures Manual, in the adopted parliamentary authority, or by ARMA International.

- A. President. The President shall be the chief executive officer of the Chapter and shall:
1. Exercise general supervision over the affairs of the Chapter.
 2. Be responsible for the enforcement of these Bylaws and all directives of the Board of Directors.
 3. Preside at all meetings of the Chapter and of the Board of Directors.
 4. Appoint the chairmen of all standing committees with the approval of the Board of Directors.
 5. Appoint all special committees.
 6. Serve as ex-officio member of all standing and special committees except the Nominating Committee.
 7. Keep the Board of Directors fully informed of the activities of the Chapter.
 8. 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 responsible.
 9. Perform all other duties normally incident of this office. Responsibilities also include the maintenance and preservation of Chapter archives and the development, maintenance, and audit of the retention schedule for Chapter records. The subsequent retention and disposal of the records will be subject to the approval of the Board of Directors. Chapter records shall be kept at a commercial records storage facility approved by the Board of Directors.
 10. Other assigned duties.
- B. Vice-President. The Vice-President shall:
1. Be the Membership Chairman.
 2. Provide a list of new members to the Board of Directors each month as part of his/her monthly report.
 3. Maintain a current membership directory, which is made available to Chapter membership on the chapter's website.
 4. Assist the President with his/her duties.
 5. Assume all of the duties of the President during his/her absence or disability, and/or shall succeed to that office for the unexpired portion of the term.
 6. Maintain the Chapter membership contact information and update the listing of all intended recipients of Chapter publications and announcements each month.
 7. Perform such other duties as may be assigned by the President and/or the Board of Directors.
- C. Secretary. The Secretary shall:
1. Keep a record of all meetings of the Board of Directors and of the membership.
 2. Distribute copies of the record of proceedings to the Board of Directors, prior to the Board Meeting for review.
 3. Handle correspondence as directed by the President and/or Board of Directors.
 4. Preserve all meeting records belonging to the chapter.
 5. Perform such other duties as provided in these Bylaws or as assigned by the President and/or the Board of Directors.
- D. Treasurer. The Treasurer shall:
1. Be the custodian of all funds of the Chapter and shall exercise established practices and procedures of fiscal responsibility.

2. Disburse funds of the Chapter as authorized by the President or other Chapter officer. Note: All checks shall require the signature of any two officers.
 3. Deposit all funds in the name of the Chapter in depositories approved by the Board of Directors.
 4. Provide budgets and statements of the financial condition of the Chapter at the close of each fiscal year and at such other reasonable times as the Board of Directors may require.
 5. Submit the budget for approval by a majority vote of those members in attendance at the first meeting of the new fiscal year.
 6. Provide a complete set of books for an annual financial self-examination/internal audit at the close of his/her term.
 7. Present an annual report at the Board of Directors transition meeting.
 8. Submit reports as required by ARMA International.
 9. Perform such other duties as provided in these Bylaws or as assigned by the President and/or the Board of Directors.
- E. Chairman of the Board. The Chairman of the Board is a voting member of the Board of Directors and shall:
1. Provide input based on past experience as President for the purpose of providing continuity between terms of office.
 2. Be the chairperson of the Awards Committee.
 3. Be the chairperson of the Ethics Committee.
 4. Be the Nominating Committee.
 5. Be the chairperson of the Bylaws Committee.
 6. Perform such other duties as provided in these Bylaws or as assigned by the President and/or the Board of Directors.
- F. Director. There shall be at least one (1), but no more than five (5) Directors on the Board. The Director(s) shall:
1. Act as an advisor to the Board regarding chapter functions.
 2. Provide additional support for chapter functions as needed.
- For those years in which the Board solely meets the minimum requirement of one (1) Director, the Director shall also:
3. Be automatically appointed the Program Chair for the coming year. They would be required to arrange programs for monthly general membership meetings, which would carry out the general theme of records and information management and professional development.
 4. Set the educational tone for the chapter and be responsible for ensuring that the meetings are a useful source of information for members.

Section 9. 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 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.

Regular meetings of the members shall be held in the months of September through June. The dates and arrangements for these meetings shall be determined annually by the Board of Directors. At the discretion of the President a meeting may be cancelled or rescheduled.

Section 2. Special Meetings.

Special meetings may be called by the President or by a majority of the Board of Directors or by petition to the Board of Directors by at least ten members in good standing. Chapter members in good standing shall be notified at least five days prior to the date fixed for such a special meeting.

Section 3. Annual Meeting.

The meeting held in May shall be the Annual Meeting of the Puget Sound Chapter of ARMA International.

Section 4. Quorum.

A quorum must be present to conduct business coming before the Chapter membership at its annual meeting. The quorum shall consist of twenty percent (20%) of the Chapter members in good standing. No voting by proxy shall be permitted.

Article VI – Board of Directors

Section 1. Composition.

- A. The Board of Directors, which is the governing body of the chapter, shall consist of President, Vice President, Secretary, Treasurer, Chairman of the Board, and one (1) Director Position.,
- B. The Board will have the option to add up to four (4) additional elected Director Positions each serving a two (2) year term. Annually the Board will review the needs of the Chapter to determine if these additional positions are necessary. If found to be necessary, the Board will communicate the open positions in time for the annual nominations and election.

Section 2. Duties. The Board of Directors shall:

- A. Manage the activities of the Chapter.
- B. Appoint the Financial Self Examination Committee and approve its report.
- C. Approve an annual budget.
- D. Select the dates and make arrangements for meetings of the members.
- E. Act as chairpersons or liaisons to committees.

Section 3. Meetings.

- A. The Board of Directors shall meet at least five (5) times annually, plus one (1) transitional meeting.

- B. A quorum must be present to conduct business that requires a vote from the Board of Directors at any of its meetings. If a quorum is not present, then no motions requiring a vote shall be made and the Board may chose to reschedule the meeting. The quorum shall consist of a majority of the members of the Board of Directors. No voting by proxy shall be permitted. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such a meeting can hear one another.
- C. A vote of the Board of Directors may be conducted by telephone or e-mail. All board members shall be notified of all telephone or e-mail votes. Results of all telephone or e-mail votes shall be documented in the minutes at the following meeting of the Board of Directors. A summary of e-mails or a tally of the telephone votes shall be submitted to the Secretary for inclusion in the board minutes.
- D. Special meetings of the Board of Directors may be called by the President or by a majority of its members. Five (5) days notice shall be given.
- E. At the discretion of the President a meeting may be cancelled or rescheduled.

Article VII – Finances

Section 1. Fiscal Year.

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

Section 3. Financial Self-Examination.

Annually a financial self-examination shall be performed for the previous 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 carryon the work of the chapter. The term of each chairman shall be for one (1) year or until a successor has been selected.

Section 2. Duties of Committees.

Unless otherwise defined by these Bylaws, Committees shall perform duties as specified by the Standing Committees' Policies and Procedures of the Chapter. The policies and procedures shall be reviewed annually, revised, and maintained by the President and the Board of Directors.

Section 3. Ex officio Member.

The president shall be a member ex officio of all committees except the Nominating Committee.

Article IX – Dissolution

Upon dissolution of this Chapter, the governing body shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation to one or more exempt organizations of the kind described in Section 170 (b) (1) (A) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated there under, as both now exist or may hereafter be amended as the governing Board shall determine. In addition, dissolution of this Corporation shall be in compliance with the laws set forth in the State of Washington (Title 24, RCW 24.03.)

Article X – Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order 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, and the laws which govern Non-Profit organizations in the State of Washington.

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 and 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.

Approved:

Eileen Harke, CRM
Puget Sound Chapter President
September 18, 2013