

Bylaws of the Mt. Diablo Chapter of ARMA International

Article I – Name

The name of this organization shall be ARMA International, Mt. Diablo Chapter.

Article II – Objectives

This organization is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law of the State of California. It is not organized for the private gain of any person.

Article III – Members

Section 1 – Classes of Membership

A. Professional

A duly qualified individual in good standing with the Association entitled to full 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. Chapter dues will be waived.

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, Mt. Diablo 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 Mt. Diablo 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 Mt. Diablo Chapter, and complies with the provisions and obligations of the Articles of Incorporation and the Bylaws.

Section 5 – Applications

Applications for membership (Professional or Associate) shall be made in writing on forms furnished by ARMA International for this purpose. Applications are to be sent directly to ARMA International along with the appropriate dues.

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

- A. 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.
- B. 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.
- C. 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 executive 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 and Election

A. Nominations

The President will direct the Webmaster to publish an Application to Run for Chapter Office on the Chapter website in the month of March. Completed application forms will be forwarded to the Nominating committee by the April membership meeting. The President will appoint a Chairman of the Nominating Committee by the April Board meeting. The Chairman of the Nominating Committee can run for office.

1. From the application forms and/or nomination of current members, at least one nominee will be selected for each office.

2. The Nominating Committee will forward a list of nominees to the Board of Directors by April 30th. The list of nominees will be reviewed by the Membership Director to determine their eligibility for office.

B. Elections

By April 30th, the President will appoint an Election Auditor to administer the election. The Election Auditor shall not be a candidate for any Chapter office.

1. Ballots with the names of all nominees will be available to the Professional members during the first week of May.
2. Ballots must be submitted to the Election Auditor by May 15th.
3. The Election Auditor will tabulate the ballot results and forward the results to the Board of Directors in time for the results to be published on the chapter website during the first week of June.
4. The new officers will be installed at the June Membership meeting.

Section 4 – Term of Office

All Officers shall assume office July 1st. Officers shall serve for a term of two years or until their successors are elected and have assumed duties. No officer, except the Secretary or Treasurer, shall serve more than two consecutive terms in the same office. An officer who has served for more than half a term shall be considered to have served a full term.

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.

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;
5. Perform other assigned duties:
 - b. Sign all legal instruments obliging the Chapter, following approval by the Board of Directors;
 - c. Prepare the budget for the Standing Committees.

B. Vice-President. The Vice-President shall:

1. Be an aide to the President;
2. Perform the duties of President in the absence of that officer and in the case of permanent disability or resignation of that officer, shall succeed to that office for the unexpired portion of the term;
3. Perform other assigned duties:
 - a. Plan and oversee all Chapter public relations, community outreach, and fundraising activities.

C. 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 ten (10) days following the meeting;
2. Preserve all books and papers belonging to the chapter;

3. Conduct the official correspondence of the chapter;
 4. Perform other assigned duties:
 - a. Maintain the Chapter calendar of events;
 - b. Coordinate, prepare and distribute the agenda of each meeting of the Board of Directors.
- D. Treasurer. The Treasurer shall:
1. Have custody of all of the funds of the chapter, which shall be deposited in a federally insured institution;
 2. Keep a full and accurate account of receipts and expenditures;
 3. In accordance with the budget adopted by the chapter, make disbursements as authorized;
 4. Present a report at all meetings of the Board of Directors and Membership;
 5. Prepare an annual report, which shall be submitted along with the financial records to the Auditing Committee. The Committee, 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.

Section 7 – Removal

- A. Any Chapter officer or director whose conduct shall be considered detrimental to the best interest of ARMA International or the Chapter, who willfully exploits the organization for personal gain or otherwise violates the Bylaws or other rules or regulations as written, 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 to June. The dates and arrangements for these meetings shall be determined annually by the Board of Directors at their first meeting held following July 1. In the case of an emergency, or extremely bad weather, a meeting may be cancelled by the President.

Section 2 – Special Meetings

Special meetings may be called by the president or by a majority of the Board of Directors. Three days or 72 hours notice of the meeting shall be given.

Section 3 – Annual Meeting

The meeting held in June shall be the Annual Meeting at which annual reports shall be presented.

Section 4 – Quorum

Members present shall constitute a quorum for the transaction of business in any meeting of the chapter.

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 and the Director of Membership, the Director of Programs, the Director of Arrangements and Hospitality, the Director of Publications, and the Immediate Past President.

Section 2 – Duties. The Board of Directors shall:

- A. Manage the activities of the Chapter;
- B. Appoint the Auditing Committee and approve its report;
- C. Approve an annual budget;
- D. Select the dates and make arrangements for meetings of the members;
- E. Perform other duties as prescribed below:
 1. Attend all meetings of the Board of Directors;
 2. Submit items for the agenda of meetings of the Board of Directors;
 3. Provide a monthly report to the Board of Directors;
 4. Provide copies of all documents, including correspondence, to the Secretary;
 5. Maintain a job instruction manual for their respective positions;
 6. Prepare an annual summary of activities for the Chapter archives;
 7. Appoint staff to assist with their responsibilities.

Section 3 – Meetings

- A. The Board of Directors shall meet at least four times annually – the dates and times to be decided at its first meeting.
- 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. Three days or 72 hours notice shall be given.
- D. In the case of an emergency, or extremely bad weather, a meeting may be cancelled by the President.

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.

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

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 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.