

Bylaws of the Mt. Diablo Chapter of ARMA International

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ARTICLE I – NAME

This not-for-profit organization shall be known as “ARMA International, Mt. Diablo Chapter.” The organization may also do business as “ARMA Mt. Diablo.”

ARTICLE II – OBJECTIVES

The objectives of this Chapter shall be:

- A. To be the driving force that enables organizations to harness the strategic power of information.
- B. To empower the community of informational professionals to advance their careers, organizations, and the profession.
- C. To promote and advance the improvement of records and information administration and management and related fields through study, education, and research.
- D. To advance professional knowledge and techniques by sharing and exchanging experiences and information related to the fields of records and information administration and management.
- E. To develop and advance standards of professional competence in the field of records and information administration and management.
- F. To do anything necessary and proper for the accomplishment of any purposes set forth in the statement of principles adopted by the founders of this Chapter.
- G. This Chapter is organized and operated exclusively for the above stated purposes and for other not-for-profit purposes. No part of any income or earnings shall accustom or privately benefit any member.

ARTICLE III – MEMBERS

Section 1. Classes of Members

The Chapter shall offer the same classes of memberships as ARMA International, which may also be referred to as “the Association”:

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- A. Professional Member – A duly qualified individual in good standing with the Association entitled to full rights and benefits of the Association.
- B. Honorary Member – 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 Member – 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 or a Mt. Diablo Chapter election, holding a Chapter office, or receiving any of the other free and discounted benefits of Professional membership.

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 International 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 lifestyle.

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.

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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.

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 the 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.

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Section 8. Membership Transfer

A membership belongs to an individual member, not his/her organization, regardless of who paid for the membership. However, should an employee leave an organization and the organization wishes to maintain continuity of its membership in ARMA International, the organization can re-designate the membership to another employee for six (6) months. At the end of that time, the new member will be sent an invoice to renew for one (1) year beginning at that time. The original member will still keep his/her membership until it expires and can choose at that time to renew or not.

ARTICLE IV – OFFICERS AND THEIR DUTIES

Section 1. Officers

The officers of the Chapter shall be a President, Vice President, Secretary, Treasurer, and the Immediate Past President.

Section 2. Qualifications

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

Section 3. Nomination and Election

The Chapter's Nominating Committee (chaired by the Immediate Past President) shall select and confirm nominees for each of the elected officers. A ballot shall be prepared with these nominations, plus provision for write-in selection for each elected position. Election of the elected officer positions shall be by electronic ballots during the month of May, the due date being with adequate time to count the ballots and notify the successful candidates, in preparation for the June meeting installation. A simple majority shall determine successful election.

Section 4. Term of Office

All officers shall assume office July 1st and 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

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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 the President shall be filled by appointment by the President with approval of a majority of the Board of Directors. A vacancy in the office of President shall be filled by the Vice President for the remainder of that term, who may appoint a replacement with approval of a majority of the Board of Directors.

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. The President shall:

1. Preside at all meetings of the Board of Directors and of the members.
2. Appoint the chair 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. Deliver to the successor in office the annual report, all books, papers, records, and other property of the Chapter for which the President is or may become responsible.
6. Act as the primary contact with the Association headquarters.
7. Be responsible for the enforcement of the Bylaws and all directives of the Board of Directors.

B. The Vice President shall:

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1. Be an assistant and advisor to the President.
2. Perform the duties of the President in the absence of that officer, and in the event of a permanent disability or resignation, the Vice President shall become successor to that office for the unexpired portion of the term.
3. Serve as ex officio member of all committees, standing and ad hoc, with the exception of the Nominating and Awards Committees.
4. Perform other such duties as may be assigned by the President, which may include planning and overseeing the Chapter's public relations, community outreach, and fundraising activities.

C. 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 duties as assigned by the President, which may include the following:
 - a. Maintain the Chapter's calendar of events.
 - b. Coordinate, prepare, and distribute agenda of each meeting of the Board of Directors.

D. 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 records acquired and accumulated along with detailed accounting of receipts and expenditures.

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3. In accordance with the budget adopted by the Chapter, make disbursements as authorized from the Chapter's checking account.
4. Send a Treasurer's Report to the President and Vice President prior to each scheduled Board of Directors meeting.
5. Provide an annual financial report for submission to the President and Board of Directors at the end of the fiscal year.
6. Submit tax-related reports, forms, and other documents as required by ARMA International.
7. Ensure the annual incorporation status is paid and filed with the State of California no later than October deadline each year.

E. The Immediate Past President shall:

1. Act as chair of both the Nominating and Awards Committees.
2. Serve as consultant to the President on matters related to that position.
3. Serve as a mentor to the elected officers in order to help boost their knowledge of the Chapter's operations and to promote camaraderie among them.
4. Perform other such duties as directed by the President.

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

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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.

Section 8. Appointed Officers

Four "directors" shall be appointed by the President with the approval of a majority of the elected officers. These directors shall have full membership on the Board of Directors, each having one vote. Each director may chair a standing committee at the discretion of the President.

ARTICLE V – MEETINGS

Section 1. Regular Meetings

There shall be regular meetings held – during the months, of September through June. The Chapter will announce the location, time, and program for each meeting. The Board of Directors may change the day and date of the meeting to facilitate the greatest attendance, to be consistent with other events, or to avoid conflict with other events. Meetings may be cancelled at the discretion of the Board of Directors.

Section 2. Special Meetings

A special meeting may be called as follows:

- A. With a three-day or 72-hour notice
- B. By the President
- C. By petition to the President by two-thirds of the Board of Directors
- D. By petition to the President of twenty (20) percent of the total members in good standing

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Section 3. Annual Meeting

The annual meeting shall be held for the purpose of receiving fiscal year end reports of all current officers and committees, installing new officers, and conducting such other business as may properly come before such a meeting. The annual membership meeting shall be held on the last meeting of each year in June. The Chapter shall announce the location and time of the annual meeting, via mail, e-mail (if address available), website, and/or text messaging.

Section 4. Quorum

A majority of the members present shall constitute a quorum for the transaction of business in any meeting of the Chapter.

Section 5. Opt-Out Option

Emails will require an opt-out option:

“This email is coming to you because of your relationship with the Mt. Diablo Chapter of ARMA. Your subscriptions are both private and free, but if you would rather not receive this inside information, ask for removal by sending an email to the Membership Director at jblair@hmbcity.com or a request to this physical address:

*ARMA Mt. Diablo Chapter
Association of Records Managers
1717 Marlesta Road
Pinole, CA 94564-2006*

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

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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's archives.
 - 7. Appoint staff to assist with their responsibilities.

Section 3. Meetings

- A. The Board of Directors shall meet at least four (4) 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-day or 72-hour notice shall be given.
- D. In the case of an emergency, or extremely bad weather, a meeting may be cancelled by the President.

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ARTICLE VII – FINANCES

Section 1. Fiscal Year

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

Section 3. Other Fundraising

The Board of Directors may authorize fundraising events including, but not limited to, educational seminar and conferences so long as the objectives of the Chapter, as described in Article II, are adhered to.

Section 4. Management of Chapter Finances

The Board of Directors is responsible for the prudent and proper investment and use of the Chapter's finances. The Board of Directors shall authorize all institutional accounts, authorize all expenditures over \$1,000, and authorize all accounting procedures. All disbursements over \$300 shall require the signatures of two elected officers. No disbursements shall be made in cash. All disbursements require valid receipts.

At the end of each fiscal year, the Chapter Treasurer shall prepare and submit the Chapter's financial books for audit to two elected officers of the Board of Directors.

At that time, the Chapter's financial reports shall be electronically prepared, using Form 990, and submitted to the Internal Revenue Service, by November 15th of each year.

ARTICLE VIII – COMMITTEES

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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 chair 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 chair 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 an ex officio member 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

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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 Director prior to notice being sent to the Board of Directors to ensure that the proposed amendment does not conflict with any ARMA International policies.