

**Bylaws of the
Austin Texas Chapter
of
ARMA International**

ARTICLE I – NAME

This not-for profit organization shall be known as the Austin Chapter, Association of Records Managers and Administrators, Inc. (the “Austin Chapter” or “Chapter”).

ARTICLE II – OBJECTIVES

The mission of ARMA International is to provide education, research and networking opportunities to information professionals, to enable them to use their skills and experience to leverage the value of records, information, and knowledge as corporate assets and as contributors to organizational success.

The objectives of this Chapter are:

- To advance information governance as a discipline and a profession.
- To organize and promote programs of research, education, training, and networking in the profession of records and information management and / or information governance.
- To support the enhancement of professionalism of members.
- To promote cooperative endeavors with related professional groups.

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 inure to the benefit of any private member.

ARTICLE III – MEMBERS

Section 1 – Classes of Membership

A. Professional

A duly qualified individual in good standing with ARMA International (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 or Austin Chapter elections, holding Chapter office or receiving the printed version of the Association’s professional magazine.

D. Friend of Austin ARMA

A duly qualified individual that has signed up to be a Friend of ARMA with the Association who shall be entitled to limited benefits as described by the Chapter's membership specifications.

Section 2 - Requirements

The requirements for each class of membership and the processes for application, in addition to those contained within these Bylaws and the Bylaws of the Association shall be established and published by the Association's Board of Directors. Membership in the Association or the Austin Chapter shall not be denied nor abridged on account of race, color, religion, sex, age, national origin, disability, sexual orientation, choice of life style or any other basis prohibited by applicable law.

Each member is expected to show a continuing interest in the Chapter by attending or being represented at Chapter meetings and by participating in other Chapter Activities.

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 the Association 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 The Association, the Austin Chapter, and complies with the provisions and obligations of the Articles of Incorporation and the Bylaws.

Section 5 – Applications

Applications for regular membership (Professional or Associate) shall be made in writing or submitted online on forms furnished by the Association for this purpose. Applications are to be sent directly to the Association.

Section 6 – Privileges

Each member shall have the privilege of participating in all activities of the Chapter and shall be entitled to receive any printed material and to have access to sources of records management information that may be available through the Chapter.

Section 7 – Non-Renewal and Reinstatement

- A. Members whose dues have not reached the Association 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.
- C. Any suspended or terminated member is eligible to request a return to active membership status by submitting a written request to the Board of Directors. Reinstatement of

membership must be approved by a majority of the Board of Directors within ninety (90) days from the date of suspension.

Section 8 – Censure, Suspension or Expulsion

Any member may be censured or suspended by a majority vote of the Board for good cause if, according to its findings, a violation of any provision or obligation of the Association's or the Chapter's 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 findings, a violation of any provision or obligation of the Association's or the Chapter's Articles of Incorporation, Bylaws, or rules and regulations have occurred. Conduct unbecoming of a member, conduct inimical to the welfare of the Association or the Chapter, and indebtedness to the Association or the Chapter shall also be cause for such disciplinary action. When such action is contemplated, the Board of Directors of the Chapter shall provide written notification (including e-mail communication) 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, President Elect, Secretary, Treasurer, Program Chair(s), Seminar Chair(s), Membership Chair(s), Publicity Chair, Newsletter Chair, Education Liaison, ICRM Liaison, Immediate Past President, Chapter Business Partner Liaison, Webmaster(s), and Historian. All Officers shall have all rights and privileges associated with being an Officer of the Chapter.

Section 2 – Qualifications

All Officers shall be professional members in good standing of the Association and the Chapter.

Section 3 – Nomination and Election

A. Nominating Procedures

The Nominating Committee shall consist of the three immediate past chapter presidents. If one or more of the three immediate past presidents is/are not available, the immediate past president shall recommend additional member(s). The additional member(s) shall require Board approval no later than the April Board meeting. The Committee shall prepare a slate of at least one nominee for each elective office to be filled, and shall present such slate to the Board of Directors at the April Board of Directors' Meeting each year.

B. Election Procedures

1. Voting shall be by Chapter members in good standing.
2. Voting shall be by anonymous ballot to all Chapter members no later than April 15th of the current year and shall contain only the necessary instructions for proper completion and return of the ballot and the names of the nominees with spaces for write-in candidates for each office. There shall be no individual voter identification on

any ballot. All ballots counted in the election must be postmarked or received (if submitted electronically) by May 15th.

- a. If balloting is done by physical media (i.e. paper), all ballots shall be handed to the Chapter Secretary or the Secretary's designees at the conclusion of the balloting. The Secretary or designees and the Nominating Committee shall count ballots.
- b. If balloting is done electronically, the auto-totaled ballots will be reviewed by the Nominating Committee chair. If the election contains contested positions, the ballots will be reviewed by both the Secretary and all members of the Nominating Committee.
- c. Ballots counted by any other procedure as described in procedure 2.a. or 2.b. above shall be declared invalid.
- d. Any candidate receiving a majority vote on any ballot shall be declared elected.
- e. If no candidate receives a majority of votes for any given office, another ballot shall be taken for that office on the two candidates with the highest number of votes.
- f. At the conclusion of the balloting, the election results will be presented to the Board who shall certify the results at the next possible opportunity (but no later than the last meeting of the year), and the results will be announced to the membership immediately thereafter.

Section 4 – Term of Office

All Officers shall assume office July 1. All Officers (except as excepted herein) shall serve for a term of 2 (two) years or until their successors are elected and have assumed duties. No Officer or chairperson (except as excepted herein) 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. The same organization or company shall not employ the President and President Elect. The installation ceremony for Officers and chairpersons will be held at the Chapter meeting in June. Newsletter Editor, Chapter Business Partner Liaison, Web Master(s), and Historian shall have no consecutive term limit.

Section 5 – Vacancies

A vacancy in any office except that of President shall be filled by appointment to the unexpired term by the President with the majority vote of the Board of Directors. If any Officer or chairperson is absent for two consecutive Board of Directors' meetings for causes unacceptable to the majority of the Officers, a vacancy shall be considered to exist and a successor appointed.

Section 6 – Duties and Responsibilities

The Officers. The Officers shall perform the duties provided in this section and such other duties as are prescribed in these Bylaws, by the Board, in the adopted parliamentary authority, or by the Association.

A. President. The President shall serve as the Chief Executive Officer (CEO) of the Chapter and shall:

- Exercise general supervision over the affairs of the Chapter.
- Be responsible for the enforcement of the Bylaws, the Articles of Incorporation, and all directives of the Board.

- Preside at all meetings of the Chapter and of the Board.
- Set the goals and agenda for the Chapter during his/her term.
- Appoint, with the approval of a majority vote of the Board of Directors, all standing Committee Chairpersons, unless provided otherwise in this Constitution and Bylaws and if necessary, appoint members of all Committees or at his/her discretion authorize the Board to make such appointments.
- Serve as ex-officio member of all standing committees except the nominating committee.
- Keep the Board fully informed of the activities of the Chapter.
- 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.
- Serve as chapter contact for ARMA International and the Southwest Region.
- Ensure reports are submitted to ARMA International and to the Southwest Region in a timely manner.
- Other assigned duties.

B. President Elect. The President Elect shall:

- Assist the President with his/her duties.
- Assume all the duties of the President during his/her absence or disability.
- Serve as an ex-officio member of and be responsible for coordinating the activities of all special committees.
- Assume the role of President after the previous President's term(s) are fulfilled.
- Other assigned duties.

C. Secretary. The Secretary shall:

- Keep a written record of all meetings of the Board and distribute copies to the members of the Board and to others as requested.
- Handle correspondence as directed by the President and/or the Board.
- Perform other duties as may be assigned by the President and/or the Board.

D. Treasurer. The Treasurer shall serve as the Chief Financial Officer (CFO) of the Chapter and shall:

- Serve as custodian of all funds of the Chapter.
- Receive all funds such as membership dues, fees for seminars and meetings, business partner sponsorships, and other payments to which the Chapter is entitled.
- Disburse funds of the Chapter only as approved by the Board.
- Deposit all funds in the name of the Chapter in depositories approved by the Board.
- Provide budgets and statements of the financial condition of the Chapter at the close of each fiscal year and at each meeting of the Board or at such other reasonable times as the Board may require.
- Prepare and submit tax documents (990 Form and Franchise Tax) yearly to maintain Chapter status and comply with all business laws.
- Submit reports as required by the Board and the Association.
- Coordinate with the other members of the Board to provide invoices as necessary.
- Coordinate audit of financial records.
- Submit reports as required by The Association.
- Other assigned duties.

E. Program Chair. The Program Chair(s):

- Will feature programs consistent with the objectives and in the best interest of the Association.
- With the assistance of the Board, be responsible for planning and execution of all monthly Chapter meetings including making arrangements for speakers, facilities, announcements, and other such details as required.
- Recruit and coordinate any such volunteers as necessary to perform the above duties.
- Perform other duties as may be assigned by the President and/or the Board.

F. Seminar Chair. The Seminar Chair(s) shall:

- With the assistance of the Board, be responsible for planning and execution of the
- Chapter's annual educational Seminar including making arrangements for speakers, facilities, announcements, and other such details as are required.
- Recruit and coordinate any such volunteers as are necessary to perform the above duties.
- Serve as chairperson of the Seminar Committee.
- Perform other duties as may be assigned by the President and/or the Board.

G. Membership Chair. The Membership Chair(s) shall:

- Be responsible for recruiting new Chapter members and retaining the Chapter's current members.
- Serve as a point of contact for individuals interested in joining the Association.
- Follow-up with non-members who attend Chapter meetings as visitors.
- Be responsible for the maintenance and upkeep of the Chapter's mailing and membership lists.
- Perform other duties as may be assigned by the President and/or the Board.

H. Publicity Chair. The Publicity Chair shall:

- Be responsible for publicizing Chapter events and activities.
- Be responsible for the timely production and distribution of other announcements and mailings as directed by the Board.
- Coordinate with other members of the Board or Chapter to distribute additional communication as necessary.
- Perform other duties as may be assigned by the President and/or the Board of Directors.

I. Newsletter Editor. The Newsletter Editor shall:

- Be responsible for the timely production of the Chapter newsletter that complies with the minimum requirements as prescribed by the Association's application for Newsletter of the Year.
- Serve as the point of contact for submissions to the Chapter's newsletter.
- Coordinate with the Publicity Chair and/or the Webmaster(s) to distribute each issue of the newsletter.
- Perform other duties as may be assigned by the President and/or the Board.

J. Education Chair. The Educational Chair(s) shall:

- Act as Chapter Liaison to the Educational Development Committee of the Association.

- Coordinate and make arrangements for speakers, facilities, announcements, and anything additional required to provide a series of educational workshops on Records and Information Management / Information Governance topics.
- Perform other duties as may be assigned by the President and/or the Board.

K. ICRM Liaison. The ICRM Liaison shall:

- Be a member in good standing of the ICRM or a member in good standing with the Association and the Chapter that can coordinate members in good standing of the ICRM for the purposes of this section K.
- Serve as a point of contact for Chapter members interested in earning the CRM designation.
- Act as Chapter liaison to the ICRM.
- Be responsible for tracking current ICRM developments such as testing requirements and dates, and distribute this information to interested candidates.
- Coordinate training sessions and/or study groups for those planning to test.
- Perform other duties as may be assigned by the President and/or the Board.

L. Immediate Past President. The Immediate Past President shall:

- Provide advice to the President and the Board.
- Serve as Chair of the Nominating Committee.
- Serve as Chair of the Awards Committee.
- Perform other duties as may be assigned by the President and/or the Board.

M. Chapter Business Partner Liaison. The Chapter Business Partner Liaison shall:

- Market the benefits of partnering with the chapter to affiliated business partners.
- Coordinating with the Treasurer for invoicing business partners.
- Coordinating business partner sponsorships for all chapter activities.
- Perform other duties as may be assigned by the President and/or the Board.

N. Web-Master(s). The Web-Master(s) shall:

- Create and /or maintain the Chapter's website
- Create and /or maintain the Chapter's presence across any social media the Board agrees to join.
- Perform other duties as may be assigned by the President and/or the Board.

O. Historian. The Historian shall serve as the Records Management Officer (RMO) of the Chapter and shall:

- Maintain the Chapter archives.
- Maintain the Chapter Retention Schedule.
- Perform other duties as may be assigned by the President and/or the Board.

Section 7 – Removal

A. Any Chapter Officer whose conduct shall be considered detrimental to the best interest of the Association 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.

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 and shall, if he/she expresses a desire in writing, be afforded an opportunity for a hearing before the Board or a special committee appointed by the Board 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 – Records

Each Officer and chairperson shall be responsible for maintaining the records for the office in which they serve. Such records shall be delivered to the successor of the office or to the Secretary if the successor has not been appointed. Records with continuing value will be provided to the Historian in a form and format that allows for the records to be accessible.

ARTICLE V – MEETINGS

Section 1 - Regular Meetings

Unless otherwise ordered by the Board, regular meetings of the members shall be held monthly, September through June. The dates and arrangements for these meetings shall be determined by the Board at the Board meetings. In the case of an emergency or extremely bad weather, a meeting may be cancelled by the President.

Section 2 - Special Meetings

A special meeting of the Chapter membership may be called by the Board or by petition being submitted to the Board from no less than twenty percent of the Chapter membership. Notice of a special meeting and the agenda for the meeting must be sent to all Chapter members no less than one week prior to the meeting date.

Section 3 – Quorum

A quorum must be present to conduct business requiring a voting decision the by the Chapter membership. The quorum shall consist of twenty percent of the Chapter membership.

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 Immediate Past President.

Section 2 – Duties. The Board of Directors shall:

The management of the Austin Chapter, Association of Records Mangers and Administrators and of its affairs, meetings, and property shall be vested in said Board of Directors. A two-thirds (2/3) majority vote of the Board is required to approve any action, including, but not limited to:

- Suspending or terminating any member for cause after said member has been duly notified of reasons for such action and has had an opportunity to appear before the Board.
- Removing any chairperson or Officer with cause.
- Planning and approving all Chapter events and activities.
- Reinstating any member who is terminated or suspended.
- Approving cash disbursements greater than \$100.00 as required.
- Recommending changes/amendments to Chapter Bylaws.
- Perform such other duties as properly devolve upon a board of directors of an incorporated association.
- Other duties as requested by the President.

Section 3 – Meetings

- A. The Board of Directors shall meet at least 10 (ten) times annually the dates and time 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 simple majority of its members. At least 24 (24) 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. No assessments shall be imposed except as approved by a two-thirds majority vote of the Board and a simple majority vote of Chapter membership. Chapter membership shall be informed of the terms of the assessment and the voting time and place no less than one month prior to the event.

Section 3 - Financial Audit

The Treasurer shall 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 may require. The Audit Committee shall check the accuracy of the previous year's financial transactions at the beginning of each new fiscal year. The Audit Committee will offer recommendations for improving the financial efficiency of the Chapter, point out any improper procedures in the Chapter's financial operations, and make recommendations to the Board for corrections to the procedures.

Section 4 - Disbursements

The management of the Chapter, the Association, its affairs, meetings, and property shall be vested in said Board and upon a two-thirds majority vote of Board members said Board should have power to approve all cash disbursements. The Treasurer shall disburse funds only upon approval of the Board, unless the expenditure is \$100.00 or less. The Treasurer shall provide summaries of disbursements at the next Board meeting. Detailed information regarding a disbursement shall be provided upon request of the Board. All checks shall require the signature of the Treasurer or the President. The signer must not be the recipient of said check.

ARTICLE VIII – COMMITTEES

Section 1 – Committee Chairs

A. Elected Committee Chairs and their Committees

Elected committee chairs will be elected as necessary as specified in Article IV of the Bylaws. Their duties are as specified in this section of the Bylaws. Unless otherwise provided in these Bylaws, the Chair of that Committee shall appoint members of each committee.

B. Appointed Committee Chairs and their Committees

The President shall be responsible for seeing that Committee Chairs are appointed from the Chapter membership to serve one-year terms from the date of installation of elected Chapter officials. Unless otherwise provided in these Bylaws, the Committee Chair shall be appointed by the Chapter President with the approval of a majority vote of the Board, Unless otherwise provided in these Bylaws, members of each committee shall be appointed by the Board or the Chair of that Committee. These committees shall be:

1. Audit Committee

The Chair and Committee shall perform an annual audit of the Chapter's financial records. The Board of Directors or the Committee Chair may appoint members of this committee. Committee responsibilities shall be:

- To check the accuracy of the financial transactions of the Chapter for the previous fiscal year.
- To make recommendations for improving the financial efficiency of the Chapter.
- To discern any improper procedures in Chapter financial operations and make recommendations to correct and prevent recurrence of the same.

2. Nominating Committee

The Committee shall consist of a Chair that is the most recent Past President of the Chapter and the committee comprised of the two prior Past Presidents. Responsibilities of the committee shall be:

- To secure a nominee slate for Chapter elected officials to be comprised of at least one nominee for each elected position. The nominee(s) for Chapter President shall have indicated their willingness to work with all nominees for other positions. Each nominee shall have accepted the nomination and agreed to serve, if elected.
- To present the slate to the Board of Directors for approval at the April Board of Directors Meeting.

3. Awards Committee

The committee shall consist of a Chair who is the most recent Past President of the Chapter and other Chapter members selected by the President and Past President of the Chapter. Responsibilities of the Committee shall be:

- To poll the elected Chapter Officers to determine who shall be nominated the Chapter Member of the Year prior to the June Chapter meeting each year.
- To collect and prepare documentation, complete paperwork, and perform other duties necessary to submit the Chapter and/or its members, as candidates for awards presented and/or supported by ARMA International within the time frames required each year.

Section 2 – Special Committees

Special Committees shall be established as needed and upon agreement and approval of the Chapter President and Board of Directors.

Board Committees. The Board shall establish as needed and upon agreement and approval of the President and the Board, committees for the purpose of supporting Board approved activities or furthering the objectives of the Association and the Chapter. The Board can also suspend or reactivate committees as needed without amendment to these Bylaws. Special committees will have the purposes as assigned by the President and/or the Board of Directors. The President and/or the Board of Directors can appoint chairs for these 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 organizations 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 the Association 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 the Association's Policies and Procedures.

ARTICLE XI – AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the Board 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 the Association'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 the Association Policy.