

Bylaws of the San Diego Chapter of ARMA International Adopted 1/21/2014

ARTICLE I - Name

This not for profit organization shall be known as the San Diego Chapter of ARMA International.

ARTICLE II – Mission Statement

The mission of ARMA International is to provide education, research and networking opportunities to 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 San Diego Chapter's Mission is to provide a forum in which professionals can meet, participate and further their knowledge in records and information management practices and principles in a social environment.

ARTICLE III – MEMBERS

Section 1. Classes of members

- A. Professional – 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. Associate– A duly qualified individual in good standing with the Association is entitled to limited benefits of the Association. Associate membership does not convey the privileges of voting in ARMA International elections, San Diego Chapter elections, holding Chapter office or receiving the printed version of the Association's professional magazine.
- D. Friend of ARMA - Any individual who wishes to be on mailing lists and/or otherwise notified of upcoming programs and resources provided by ARMA International or the San Diego Chapter of ARMA International.

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 San Diego 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 San Diego Chapter, and complies with the provisions and obligations of the Articles of Incorporation, the Bylaws and the Code of Professional Responsibility outlined by ARMA International.

Section 5. Applications

Applications for membership (professional or associate) shall be made in writing on forms furnished by ARMA International for this purpose. Applications and dues 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. Your membership tenure will begin again at that point in time.
- C. An employer sponsored membership in good standing may be transferred from one employee to another; however, if the former employee member was also a member of the Chapter Board of Directors, the new employee member does not automatically assume a position on the Board. A non-employee sponsored membership may not be transferred.

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 professional members in good standing of ARMA International and the San Diego Chapter.

Section 3. Nomination and Election

The Nominating Committee shall prepare a slate of nominees for each elective office to be filled and shall submit such slate to the Board of Directors at the April Board Meeting.

A ballot shall be prepared with these nominations only if two or more members in good standing are interested in the same position. The Board of Directors will vote on the slate. A simple majority shall determine successful election.

Section 4. Term of Office

All Officers shall assume office July 1. They shall serve for a term of two years 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.

- A. President shall be elected for a two-year term or until succeeded.
- B. Vice President, Secretary, and Treasurer shall each be elected to a two-year term of office or until succeeded.

Section 5. Vacancies

- A. A vacancy in any office except that of the President shall be filled by election by the Board of Directors for the unexpired term
- B. A person appointed and approved to fill a vacancy in office shall fill that office for the balance of that term, and shall then be eligible to be nominated and elected to that same office.

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. Consult with the Board of Directors on matters of chapter policy and the development of annual goals and objectives.
2. Report information received from ARMA International headquarters and interprets instructions, recommendations, and suggestions received from HQ to the officers and directors.
3. Report names of the chapter officers and directors to HQ and the Region Manager.
4. Represent the chapter in relations with other professional, business and service organizations.
5. Represent the chapter in relations with the region and the Association.
6. Acknowledge letters and other correspondence addressed to the chapter and route to the appropriate chapter officer or director for proper handling. May prepare letters/e-mail, and other official communications of the chapter.
7. Maintain current Administrative Letters and ensure that the successor knows how and where to access them.
8. Plan to attend ARMA International's Annual Conference and Expo in the fall to attend the Chapter Leadership Forum.
9. Ensure the 990 financial report due August 1 to HQ has been completed and sent.
10. Appoint committees, e.g., Audit committee, Bylaw committee, etc.
11. Ensure that a Chapter Member of the Year nominee has been sent to HQ by August 15th.
12. Prepare special reports on chapter activities at the request of the Region Manager.
13. Attend the Region Leadership Conference in July.
14. Share the Board minutes, treasurer's reports with the Region Manager and Coordinator.

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

1. Be an assistant 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 such duties as may be assigned by the president.

C. Secretary. The Secretary shall:

1. Prepare the minutes and keep records of all meetings of the Board of Directors and send a copy of the minutes to the Board of Directors and the Region Coordinator within 10 days following the meeting.
2. Preserve all books and papers belonging to the chapter.
3. Perform other duties as assigned by the president.
4. Prepare the slate of nominees and distribute to the members if needed.

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. Reconcile monthly bank statements and attach all receipts to cancelled checks.
3. In accordance with the budget adopted by the chapter, make disbursements as authorized. The Chapter reimbursement form must be filled out and receipts must be attached before payment is made.
4. Present monthly financial reports at each board of directors meeting.
5. Provides an annual financial report for submission to the president at the end of the fiscal year.
6. Sit with the Director of Membership at registration to receive payment from attendees.
7. Create receipts for each lunch meeting.
8. Pay by check all the approved bills of the chapter upon receipt.
9. Email notification of vendor payment to the President and Public Relations director.
10. Invoices and collects monies from no shows for each meeting.
11. Prepare the annual chapter financial information forms at the end of the fiscal year. The Group Authorization 990 is required from the IRS and must be sent to ARMA HQ by August 1st.
12. Furnish all financial records for the annual audit to the Audit Committee.

E. Director of Programs. The Director of Programs shall:

1. Arrange for speakers, tours, films, etc. for each regular chapter meeting and present proposed programs for the year at the annual Summer planning meeting.
2. Provide Hospitality the number of people attending with the speaker one week prior to the meeting.
3. Provide Hospitality audio-visual requirements of the speaker one week prior to the meeting.
4. Provide the President handout requirements of the speaker one week prior to the meeting.
5. Obtain speak biographies to use in the introduction of the speaker and furnish to the Newsletter Editor and Web/Communication Director.
6. Present the Certificate of Appreciation to the speaker at each meeting.
7. Provide the speaker with a contract detailing what the chapter will pay for. This contract will specify that the speaker will be reimbursed for his travel, 1 night's hotel stay and the full-day seminar fee. Charges for transportation to/from the airport, the evening meal and other charges will be the responsibility of the speaker.
8. The Director of Programs serves as a full voting member of the Board of Directors, he/she should attend all meetings of the Board of Directors and the general membership.

F. Director of Membership. The Director of Membership shall:

1. Be responsible for all efforts regarding the recruitment of new members
2. Coordinate membership maintenance efforts. Reach out to non-renewals and members without a local chapter designation.
3. Communicate with members all meetings, educational and membership information via email.
4. Respond to inquiries by prospective members.
5. Maintain current and accurate membership lists and roster.
6. Ensure that name tags are provided at chapter meetings
7. Assist the Treasurer at registration.
8. Provide Hospitality, President, Vice President and the Treasurer with the head count of the upcoming meeting 1 week prior to the meeting date. The report should include: 1) name, 2) member, non-member or vendor designation, 3) paid and 4) vegetarian.
9. Send meeting flyers to each president in the Pacific Region.
10. Provide a list of recipients of tenure pins to the Board in May.
11. Order the ARMA Chapter display for the all-day seminar at least 6 weeks prior to the seminar.
12. Bring ARMA informational brochures to each meeting.
13. Bring the ARMA table cloth to each regular meeting and/or event.
14. If the Director of Membership serves as a full voting member of the Board of Directors, he/she should attend all meetings of the board of Directors as well as the Regular meetings throughout the year.

G. Director of Hospitality. The Director of Hospitality shall:

1. Make meeting and meal arrangements with the host facility throughout the year. Get confirmation of the arrangements in writing from the facility.
2. Arrange for audio/visual equipment, if required by the speaker.
3. Store and bring the screen to each meeting, if needed.
4. Find and scout out hotels for the events.
5. Negotiate meeting contracts.
6. Reconcile invoices from the host facility for payment by the treasurer.
7. Create and print the Certificate of Appreciation for the speaker and for the Board Members for the last meeting of the year.
8. Procure raffle prizes for each meeting and goody bags for the full-day seminar.
9. Sell raffle tickets and direct the raffle drawings. Make sure to include the vendor raffle prizes.
10. Coordinate all Board of Director lunch meetings.
11. Provide the host facility with our calendar of scheduled events
12. If the Director of Hospitality serves as a full voting member of the Board of Directors, he/she should attend all meetings of the board of Directors as well as the Regular meetings throughout the year.

H. Director of Public Relations. The Director of Public Relations shall:

1. Order the vendor banner.
2. Create and send the vendor packet to proposed vendors.
3. Invoice interested vendors and copy the Treasurer and President.
4. Schedule vendor tables for all meetings and provide information to the Board.
5. Send the vendors a reminder of their meeting sponsor date and include:
 - a. Setup time
 - b. Raffle gift reminder
 - c. Number and name of attendees
6. Send vendor information to Hospitality, Membership and the President.
7. Store the vendor banner and ensure it is displayed at every regular meeting and event.
8. Provide the vendor information to the Web/Communications Director and the Newsletter Editor.
9. If the Director of Public Relation serves as a full voting member of the Board of Directors, he/she should attend all meetings of the Board of Directors and the general membership.

I. Director of Web/Communication. The Director of Web/Communication shall:

1. Post job openings on the web.
2. Post new and revised chapter information 48 hours after receipt.
3. Vendor information and links must be posted 48 hours after receipt and an email must be sent to the vendors after posting.
4. Send an email to the President, Vice President and Public Relations whenever the website has been updated.
5. Create and send out a survey to the membership. Send survey results to the Board.
6. If the Director of Web/Communication serves as a full voting member of the Board of Directors, he/she should attend all meetings of the Board of Directors and the general membership.

J. Director of Education. The Director of Education shall:

1. Initiate and follow through on all chapter and association educational objectives.
2. Provide chapter members with opportunities for self-improvement in the field of records and information management.
3. Develop a working relationship with the administration of the community's educational institutions that train for business occupations.
4. Promote records and information management curriculum in the local educational institutions as regular course offerings or available major field.
5. If the Director of Education serves as a full voting member of the Board of Directors, he/she should attend all meetings of the Board of Directors and the general membership.

K. Newsletter Editor. The Newsletter Editor shall:

1. Produce an informative, high-quality newsletter.
2. Provide the newsletter to the Web/Communication director for posting on the web.
3. If the Newsletter Editor serves as a full voting member of the Board of directors, he/she should attend all meetings of the Board of Directors and the general membership.

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 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

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. The directors will be for: Membership, Education, Programs, Web/Communication, Hospitality and Public Relations.

Additional directors can be added by the president with the approval of a majority of the elected officers to assist director as co-chairs.

ARTICLE V - MEETINGS

Section 1. Regular Meetings

The Board of Directors shall meet bi-monthly, September through June. The chapter will announce the location, time and program for each meeting. The board of directors, to facilitate the greatest attendance, or to be consistent with, or avoid conflict with other events may change the day and date of the meeting. Meetings may be cancelled at the discretion of the board of directors.

Section 2. Annual Meeting

The annual meeting shall be held the last meeting of each year in June. This meeting shall be held to install the new Board of Directors and distribute tenure pins.

Section 2. Annual Summer Planning Meeting

The annual summer planning meeting shall be a regular board meeting and held prior to the first chapter program of the fiscal year. This meeting will usually be held on a weekend.

Section 4. Quorum

A majority of the Board of Directors shall constitute a quorum.

Section 5. Opt Out Option

Emails will require an opt-out-option, *"This email is coming to you because of your relationship with the San Diego Chapter of ARMA. Your subscriptions are both private and free, but if you would rather not receive this inside information, reply to this email to "current Membership person's email" asking to be removed and/or and send a letter to: San Diego ARMA P.O. Box 500015, San Diego, CA 92150-0015.*

Please note that if you opt out, you will receive no notifications from San Diego ARMA regarding meetings, webinars, seminars, job postings, etc., as all of our communication is done via email. The above-referenced information will be available on our website.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Composition

The board of directors shall consist of four elected officers and all appointed directors. All directors are appointed by the president and approved by a majority of the elected officers.

Section 2. Duties

The board of directors shall be the governing body of the chapter and shall be responsible to the members for the policies and management of the chapter in accordance with the bylaws.

Section 3. Meetings

Regular meetings of the Board shall be held at a time and place specified by the Board of Directors. The president is responsible for establishing the agenda for all regular board meetings. Special meetings may also be called for any purpose and at any time by the President or Vice President. A meeting of the new officers shall be held each year for the purpose of organizing, approving appointments of current directors for the current year or the transaction of other business.

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. all dues shall be sent directly to ARMA International.

Section 3. Other Fundraising

The chapter board of directors may authorize fund raising events including, but not limited to, educational seminar and conferences so long as the purpose of the chapter, as described in Article II, are adhered to.

Section 4. Management of Chapter Finances

The chapter 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 and authorize all accounting procedures. No disbursements shall be made in cash. All disbursements require the chapter reimbursement form and valid receipts. Deposit of revenues from any source shall be deposited into the chapter account within ten (10) days of receipt of such revenues.

The chapter's books shall be audited by an audit committee at the end of each fiscal year. At that time, the Chapter's financial reports shall be prepared and submitted to ARMA and to California State Corporation Commission.

ARTICLE VIII – CHAPTER REPRESENTATION AT ANNUAL INTERNATIONAL CONVENTION

Section 1. Official Representative

The President shall be that chapter's official representative at the annual association conference. In the event that the President cannot attend, the Vice President shall attend as the official representative. In the event that both of these officers cannot attend, the President shall appoint with a majority approval of the board of directors another elected officer to attend as official representative. The chapter representative shall be responsible for attending the chapter president's meeting, the Pacific Region meeting and any other meetings or functions requiring chapter representation.

Section 2. Expenses Incurred

The chapter shall pay for the travel, accommodations, and conference registration less any funds paid by the representative. The budgeted total of funds appropriated by the chapter shall be approved by the board of directors prior to the conference.

Section 3. Records

The chapter representative shall keep records of his/her expenditures and submit them to the treasurer for reimbursement. The member shall maintain appropriate accounting records of the travel expenses and give this information to the treasurer.

ARTICLE IX– CHAPTER ARCHIVES

Section 1. Archivist

An archivist shall be appointed by the president and approved by a majority of the board of directors. The chapter archives shall be housed in a safe protected controlled area with ready access to members wishing to research the collection. The chapter may, by contract or agreement, delegate the archives responsibilities to individual and/or repository outside of direct chapter control.

Section 2. Archives Collection

A copy of every newsletter, meeting announcement, conference or seminar brochure or any other published materials of the chapter shall be turned over to the chapter archivist for review for possible inclusion in the chapter archives. All records of the elected officers shall be turned over to the chapter archivist at the conclusion of their term of office, for review for possible inclusion in the chapter archives. All photographs of chapter functions shall be adequately identified and submitted to the chapter archivist for review for possible inclusion in the chapter archives.

ARTICLE X – 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 XI - 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 XII- 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 Board to insure that the proposed amendment does not conflict with ARMA International Policy.