

**Bylaws of the Greater Washington DC Chapter
Of
ARMA International**

ARTICLE I – NAME

The organization shall be known as the Greater Washington DC Chapter, Association of Records Managers and Administrators, Inc. It is incorporated in the District of Columbia as a not-for-profit organization under Internal Revenue Code Section 501(c) 6.

ARTICLE II – OBJECTIVES

The objectives of this Chapter are to advance records and information management as a discipline and a profession; to develop and support professionalism within the membership; to organize and promote programs of education, training, and research; to increase knowledge and competency in the profession of records and information management through the sharing of work experiences; and to promote cooperative relationships with related professional groups.

ARTICLE III – MEMBERS

Section 1. Classes of Members

A. Regular Chapter Member

A 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. Student

Any enrolled full time post-secondary student. Student membership does not convey the privileges of voting in ARMA International elections, Greater Washington DC Chapter elections, or holding Chapter office.

D. Retired

A current or former member in good standing with the Association, who has retired from the profession of records management. Retired membership does not include the privilege of voting in an ARMA International elections, Greater Washington DC Chapter elections, holding Chapter office, or receiving *The Information Management Journal*.

E. Chapter Honorary Membership

Upon the recommendation of the Board of Directors (the Board), any person who has retired from employment in records management may be elected to Chapter Honorary Membership. The amount of the Chapter's annual dues shall be determined by the Board. ARMA International requires Chapter Honorary Members to pay annual dues. Chapter Honorary Members shall receive all Chapter communications.

Section 2. Requirements

The requirements of 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 Greater Washington DC Chapter shall not be denied or 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 Greater Washington DC 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 the 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 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.

ARTICLE IV – OFFICERS AND THEIR DUTIES

Section 1. Officers.

The officers of the chapter shall be a President, Vice President, Vice President for Membership, Secretary and Treasurer. At the option of the Board, a Treasurer Elect may be selected.

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 Nominating Committee shall prepare annually a slate of nominees for elected positions (Officers and Directors). The Committee shall solicit nominations from all Chapter members in good standing as defined in Article III Section 4. The slate shall contain at least one nominee for each position and shall be submitted to the Board for ratification at its April meeting.

B. Elections

(1) *Balloting.* The annual election shall be by secret ballots. Ballots shall include space for write-in candidates for each position. Only members in good standing shall be eligible to vote. The Chapter Secretary is responsible for issuing the ballots to members in good standing, in addition to instructions for their direct return to the Tellers Committee by a specific date.

(2) *Tally of Votes and Certification.* The Tellers Committee shall open and count all ballots, disqualifying any unofficial ballots. Candidates receiving the highest number of votes for a position will be declared elected. In the event of a tie, a second ballot will be required. At the conclusion of the ballot tabulation, the Tellers Committee shall certify the results in writing to the Board. The ballots shall be destroyed thirty days after certification.

C. Acclamation Voting

When there is only one nominee for each elected office, the Board of Directors may choose to hold an election by acclamation at the Annual Meeting in June.

Section 4. Term of office

All Officers shall assume office July 1. They shall serve for a term of one (1) year 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.

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 chairpersons 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. Other assigned duties.

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

1. Assume the duties of the President when the President is absent or as requested by the President.
2. Serve as the chair of the Program Committee.
3. Other assigned duties.

C. Vice President for Membership. The Vice President for Membership shall:

1. Chair the Membership Committee and promote new member participation at Chapter activities.

2. Assume the duties of the President when both the President and Vice President are absent or at the request of the President.
 3. Other assigned duties
- D. 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 10 days following the meeting.
 2. Preserve all books and papers belonging to the chapter.
 3. Conduct the official correspondence of the chapter.
 4. Other assigned duties.
- E. 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 Financial Review Committee.
 6. 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.
 7. Submit reports as required by ARMA International.
- F. Treasurer-Elect. The Treasurer Elect shall:
1. Serve a two-year term, the first year as Treasurer Elect, assisting the Treasurer in managing all financial matters of the Chapter and the second as Treasurer.
 2. Assume the duties of the Treasurer at the request of the President
 3. Other assigned duties.

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.

ARTICLE V – MEETINGS

Section 1. Regular Meetings

Unless otherwise specified by the Board, Chapter meetings shall be held regularly. 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 case of any emergency or extremely bad weather, a meeting may be cancelled by the President.

Section 2. Special Meetings

Special meetings of the membership may be called by a majority vote of the Board, the President or by a petition to the board of ten percent of the Chapter's Regular Members. Notice and purpose of the meeting shall be distributed to all Regular Members. Seven days notice of the meeting shall be given.

Section 3. Annual Meeting

The meeting held in June of each year shall be the Annual Meeting to announce the results of the annual elections, to introduce newly elected Board members, and to transact any business.

Section 4. Quorum

Ten percent of members 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, six elected Directors, and the Immediate Past President. All must be members in good standing as defined in Article III, Section 4.

Section 2. Terms of Office

Officers shall serve a one-year term. Each of the six Directors shall serve a two-year term, with three Directors elected each year. The term of the Immediate Past President follows directly after the term served as President.

Section 3. Duties. The Board of Directors shall:

- A. Manage the activities of the Chapter
- B. Be familiar with the policies of ARMA International, Inc., its Code of Ethics and the Chapter Bylaws and procedures
- C. Attend all scheduled Board Meetings and direct the business of the Chapter in accordance with the objectives stated in Article II.
- D. Select the dates and make arrangements for meeting of the members
- E. Approve an annual budget
- F. Other duties

Section 4. Meetings

- A. Unless otherwise specified by the President, Board meetings shall be held regularly. The Secretary shall notify each member of the time and place of the meeting at least seven days prior to the meeting.
- B. Officers may meet ex officio as determined by the President.
- C. A transitional Board meeting composed of the outgoing and incoming Board members shall be held yearly before September as scheduled by the President.

- D. Special meetings of the Board may be called by the President or five members of the Board. Five days or forty-eight (48) hours notice shall be given. .
- E. In case of an emergency or extremely bad weather, a meeting may be cancelled by the President.

Section 5. Elections

- (1) Balloting. The annual election shall be by individually numbered secret ballots. Ballots shall include space for write-in candidates for each position. Only members in good standing shall be eligible to vote. The Chapter Secretary is responsible for issuing the ballots to members in good standing, in addition to instructions for their direct return to the Tellers Committee by a specific date.
- (2) Tally of Votes and Certification. The Tellers Committee shall open and count all ballots, disqualifying any unofficial ballots. Candidates receiving the highest number of votes for a position will be declared elected. In the event of a tie, a second ballot will be required. At the conclusion of the ballot tabulation, the Tellers Committee shall certify the results in writing to the Board. The ballots shall be destroyed thirty days after certification.
- (3) Acclimation Voting. When there is only one nominee for each elected office, the Board of Directors may choose to hold an election by affirmation at the Annual Meeting in June.

Section 6 Recall

Any Officer or Director may be recalled upon petition of at least ten percent of Chapter members in good standing and a referendum in which two-thirds of the voting members support the action. A minimum of one-third of the members must vote.

Section 7. Vacancy

Should an elected position become vacant, the Board shall appoint a replacement for the remainder of the term of the position. However, should the office of the President become vacant, the Vice President shall assume the Presidency, and the Board shall appoint a replacement for the Vice 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. Dues shall be paid by each new and renewing member. The membership shall be given due notice of any increases voted by the Board.

Section 3. Financial Management, Disbursements, and Reviews. Financial Management shall be vested in the Board, with the Treasurer responsible for the chapter's financial matters. The Treasurer shall disburse funds as directed by the Board. The financial records of the Chapter shall be formally reviewed in July of each year by an outside Certified Public Accountant selected by the Board

Section 4. Assessments. Assessments may be imposed on the membership upon a two-thirds vote of the Board and a simple majority vote of Chapter members in good standing.

ARTICLE VIII – COMMITTEES

Section 1. Committees The Board of Directors may create 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. may be created by the Board. The President appoints committee chairs. Committee members are selected by the President or the chair at the discretion of the President.

Section 2. Duties of Committees. There shall be two classes of committees:

(1) Standing Committees shall be established to carry out the regular business and functions of the Chapter.

(2) Select Committees shall be established for a stated period of time to accomplish a specific task or project.

A. Standing Committees shall consist of the following:

(1) Program Committee shall be chaired by the Vice President for Programs who will select additional members to assist in carrying out the functions of that committee.

(2) The Vice President for Membership shall chair the Membership Committee.

(3) A Director serving in the second year of office shall chair the Financial Review Committee. A Past President and a non-board member of the Chapter shall also serve on the committee.

(4) A Director serving in the second year of office shall chair the Bylaws and Procedures Committee. At least one additional Board member shall serve on the Committee.

(5) The Immediate Past President shall chair the Awards Committee.

(6) The President shall name the Chair of the Nominating Committee with the concurrence of the Board.

(7) The president shall name the Tellers Committee. The Committee shall have at least two members, neither of who shall be a member of the Nominating Committee, a candidate for office, or a member of the Board.

Industry Specific Groups may be formed when there is sufficient interest. Such groups are to comply with ARMA International's policies and guidelines relating to their organization

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.

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, its funds shall be held in escrow until all legal procedures are concluded. 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. Once dissolved, all of the Chapter's assets shall be paid over or transferred to the Region Fund

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.

The Bylaws Committee shall submit proposed bylaws amendments to the Board for review and approval. Members in good standing may submit proposed amendments by petition of twenty percent of the Chapter members in good standing. Amendments approved by the Board shall be effective immediately or by the date stated in the amendment. The Board shall notify regular members in writing within one month of approval.

Section 2. Review by ARMA International, Inc.

Amendments to Chapter Bylaws shall be reviewed by the Region Vice President and the ARMA International Official responsible for bylaws review prior to final adoption to ensure that the proposed revisions are not in conflict with ARMA International's Bylaws and Code of Ethics.

Section 3. Bylaws Committee Review

The Bylaws Committee shall periodically review the Bylaws to ensure currency. The Committee shall prepare and submit proposed amendments to the Board.

ARTICLE XII. REFERENDA

Section 1. Upon majority vote of the board or by a petition of twenty percent of the regular members, a referendum may be brought before the membership.

Section 2. Referendum Procedure

A. Balloting. The referendum shall be by secret ballot. Only members in good standing are eligible to vote. The Chapter Secretary is responsible for issuing ballots to members, and ballots are to be returned to the Tellers Committee.

B. Tally of Votes. The Tellers Committee shall open and count all ballots, disqualifying any unofficial or unsealed ballots. A question receiving a two-thirds affirmative vote will be considered passed. At least one-third of the members in good standing must vote.

C. Certification. At the conclusion of the ballot tabulation, the Tellers Committee shall certify the results in writing to the Board. The ballots shall be destroyed thirty days after certification.

June 26, 2020