

**Bylaws of the Northern Virginia Chapter
Of
ARMA International**

ARTICLE I – NAME

Northern Virginia Chapter of ARMA International, Inc.

ARTICLE II – OBJECTIVES

The objectives of this Chapter are:

1. To advance records and information management as a discipline and a profession;
2. To organize and promote research, education, training, and networking programs in and amongst industry and the federal, state and local government in the profession of records and information management;
3. To support the enhancement of professionalism of the Northern Virginia Chapter members;
4. To promote cooperative endeavors with related professional groups; and
5. To enable Chapter members to use their skills and experience to leverage the value of records, information, and knowledge as corporate assets and as contributors to organizational success.

ARTICLE III – MEMBERS

Section 1: Classes of Members

A. Professional (or Regular)

A duly qualified individual in good standing with ARMA International entitled to full voting and other rights and benefits of ARMA International.

B. Honorary

An individual who has been granted life membership by ARMA International's Board of Directors and as defined by ARMA International's policies and procedures. Honorary members are entitled to full voting and other rights and benefits of ARMA International.

C. Associate

A duly qualified individual in good standing with the Association is entitled to limited benefits of the Association. Associate membership does not include the privilege of voting in an ARMA International election, Northern Virginia Chapter election, holding Chapter office or receiving the printed version of the Association's professional magazine.

D. Student

Full-time enrollees of degree-conferring programs at a college or university at the undergraduate or graduate level.

E. Retired

A current or former member who is in good standing with ARMA International, who retired from the profession of records management. Retired membership does not

include the privilege of voting in ARMA International elections, Northern Virginia Chapter elections, holding Chapter office, or receiving *The Information Management Journal*.

Section 2: Requirements

The requirements of each class 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 Northern Virginia 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, or 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 the Article.

Section 4: Good Standing

A member in good standing is one whose current dues are paid to ARMA International, the Northern Virginia 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 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 annual ARMA International 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/DIRECTORS AND THEIR DUTIES

Section 1: Officers/Directors

The officers of the Chapter shall be a President, Vice President, Secretary, Treasurer, Immediate Past President (*ex officio*), and the directors of the Chapter shall be the Membership Director, Education Director, and Director-at-Large.

Section 2: Qualifications

All officers/directors shall be professional members in good standing of ARMA International and the Chapter.

Section 3: Nomination and Election

A. The Nominating Committee, appointed by the President, shall prepare a slate of nominees annually to fill the positions of officers and directors. Nominations for all elected positions will be submitted to the Board for approval at the April Board meeting.

B. Balloting

All Chapter elections shall be conducted by sealed ballots. The slate of nominees will be mailed to the membership as part of the May Newsletter or as a separate mailing. Ballots will include a space for write-in candidates for each position. The President shall appoint no less than two (2) Election Tellers, who themselves are not candidates for election, to tally the ballots. To be eligible, sealed ballots must be returned to the Tellers by May 31st in person or by mail. Election to all positions will be by simple majority. The Tellers will report the results of the election to the Secretary for recording and to the President for announcement at the Annual Meeting in June. Balloting may also be conducted by verified e-mail with the approval of the Board.

C. Recall Procedures

Any officer or director may be recalled upon petition of at least 20 percent (20%) of Chapter members and approved by a recall referendum.

Section 4: Term of Office

All officers and directors shall assume office July 1st. Officers will serve a one-year term. Directors will serve for two years. The term of the Director at Large will run alternate to the terms of the other two directors in order to provide continuity. No officer or director shall serve more than two consecutive terms in the same position except for the Treasurer. An officer or director who 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 and directors 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.

President. The President shall:

1. Provide leadership, guidance and direction in implementing ARMA International and Chapter policies;
2. Keep the Board fully informed of Chapter activities;
3. Be responsible for enforcement of the Chapter Bylaws;
4. Preside at all meetings of the Board of Directors and Chapter meetings;
5. Appoint the chairpersons of all standing committees with the approval of the Board of Directors and by the same process fill vacancies, as necessary;
6. Appoint all special committees;
7. Be an *ex officio* member of all committees except the Nominating Committee.
8. Represent the Chapter at Regional and International levels;
9. Delegate authority to members of the Board, committee chairpersons and heads of special activities, as necessary, to carry out Chapter business;
10. Be ultimately responsible for all Chapter records, ensuring that such records are turned over to the succeeding officers, directors, and committee chairs, as appropriate; and
11. Other assigned duties.

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

1. Be an aide to the President;
2. Perform duties of the 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. Serve as the chairperson of the annual Bylaws review; and
4. Other assigned duties.

C. Secretary. The Secretary shall:

1. Record the minutes of all meetings of the Board of Directors and the membership and send a copy of the minutes to all Board members and committee chairpersons for review and approval at the next Board of Directors meeting;
2. Preserve all books and papers belonging to the Chapter;
3. Conduct the official correspondence of the Chapter;
4. Prepare the official ballots of the slate of nominees for all elective offices submitted by the Nominating Committee and approval by the Board;
5. Prepare all ballots, as directed by the Board, ensuring a write-in space is provided on each ballot;
6. Prepare a roster of all officers, directors, chairpersons and committee members, including name, home and office telephone numbers, and preferred mailing and e-mail addresses. Update as necessary; and
7. Other assigned duties.

D. Treasurer. The Treasurer shall:

1. Have custody of all of the funds of the Chapter, which shall be deposited in a federally-insured institution;
2. Keep a full and accurate account of receipts and expenditures;
3. In accordance with the Annual Budget adopted by the Chapter, make disbursements as authorized;
4. Present a report at all meetings of the Board of Directors;
5. Prepare an Annual Report, which shall be submitted along with the financial records to the Audit Committee. The Audit Committee, when satisfied that the Treasurer's Annual Report is correct, shall sign a statement of that fact at the end of the report; and
6. Submit reports as required by ARMA International.

E. Immediate Past President. The Immediate Past President shall:

1. Serve as the Chairperson of the Board of Directors and assist the Board of Directors in maintaining continuity from one administration to another.

F. Membership Director: The Membership Director is responsible for recruiting new members, encouraging membership renewals and shall:

1. Maintain the official Chapter records relating to current membership;
2. Send updated information to ARMA International when changes occur that affect the computer files maintained there;
3. Manage the Chapter mailing lists:
"A List" members in good standing;
"B List" potential members; and
"C List" individuals who should receive copies of Chapter mailings (*i.e.*, ARMA International personnel directly associated with the Chapter, Newsletter advertisers, sponsors, etc.);
4. Provide a report to the Board at each regularly scheduled meeting outlining the current membership and potential member numbers;
5. Prepare a Chapter Membership Directory for Chapter members
6. Respond promptly to requests for information from prospective members;
7. Send a welcoming letter on behalf of the Chapter to each new member and include information about the next meeting date and program;
8. Welcome and formally recognize new members at Chapter meetings; and
9. Formally present the "Certificate of Membership" to new members at Chapter meetings.

G. Education Director: The Education Director shall:

1. Promote professionalism within the Chapter and coordinate any workshop activities with the Board;
2. Encourage members to broaden their scope and knowledge of records and information management by organizing Chapter programming at monthly meetings;
3. Encourage colleges and universities to include records and information management courses in their curricula;

4. Schedule training courses for Chapter members and prospective members as appropriate;
5. Act as a clearinghouse for records and information management education and training courses available in the Northern Virginia area; and
6. Respond to education and training issues raised by the Chapter and/or ARMA International.

H. Director-at-Large: The Director-at-Large shall:

1. Manage special projects as directed by the President; and
2. Coordinate, track, and submit the documentation required for meeting the deadlines for the Chapter of the Year, Chapter Newsletter of the Year, Chapter Web Site, and any other awards the Board decides to pursue.

Section 7: Removal

- A. Any Chapter officer or director whose conduct shall be considered detrimental to the best interest of ARMA International or the Chapter 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 or position by a majority vote of the Board of Directors.
- B. When such action is contemplated in the case of an officer or director, 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 or director removed from office under this section shall be ineligible for election to any office for at least one term.
- D. If an officer or director does not attend three (3) consecutive Board meetings without good cause (as judged by the President), then that officer or director may be removed from the Board with a majority vote of the Board.

ARTICLE V – MEETINGS

Section 1: Regular Meetings

Regular meetings of the members shall be held in the month(s) of September, October, November, December, January, February, March, April, May and June. The dates and arrangements for these meetings shall be determined annually by the Board of Directors at their first meeting held following July 1. In the case of an emergency or extremely bad weather, a meeting may be cancelled by the President.

Section 2: Special Meetings

Special meetings may be called by the President, by a majority of the Board of Directors or by petition to the Board by ten percent (10%) of Chapter membership. Notice and the purpose of such special meetings shall be distributed to all Chapter members by the Secretary at least seven (7) days prior to the date of the meeting. The notice of the special meeting shall be accompanied by an agenda.

Section 3: Annual Meeting

The Annual Meeting will be held to announce the results of the annual elections, to introduce and install newly elected officers and directors, and to entertain questions or remarks from any member in attendance and shall be held in June of each year or as specified by the Board.

Section 4: Quorum

Fifteen percent (15%) of the membership or 15 members, whichever is greater, constitutes a quorum to transact Chapter business at a Chapter meeting. A majority, fifty-one percent (51%) of the Board, constitutes a quorum to transact Board business.

ARTICLE VI - BOARD OF DIRECTORS

Section 1: Composition

The governing body of the Northern Virginia Chapter of ARMA International shall be known as the Board of Directors (Board). This Board shall consist of (4) elected officers; three (3) elected directors and other directors appointed, as necessary, by the Board; the Immediate Past President (who shall serve as Chairperson of the Board); plus any Chapter member who is an ARMA International elected officer to serve *ex officio*.

Section 2: Duties

The Board of Directors shall:

- A. Manage the activities of the Chapter;
- B. Appoint the Audit Committee and approve its report;
- C. Develop and approve an Annual Budget;
- D. Develop the Chapter Annual Plan and select the dates and make arrangements for regular meetings of the members;
- E. Approve appointments nominated by the President; and
- F. Provide such reports as may be required by the Commonwealth of Virginia State Corporation Commission under the Chapter's Articles of Incorporation.
- G. Other duties.

Section 3: Meetings

- A. The Board of Directors shall meet as least ten (10) times annually, the dates and time to be decided at its first meeting.
- B. Special meetings of the Board of Directors may be called by the President or by a majority of its members. Seven (7) days' notice shall be given.

C. 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 ARMA International. The Chapter shall notify ARMA International of any changes in local dues no later than May 1st.

Section 3: Spending. No board member shall commit to chapter spending beyond the allocated budget without the approval of an officer. If the board member requesting approval is an officer, he or she must obtain approval of a separate officer.

ARTICLE VIII – COMMITTEES

Section 1: Committees

The Board of Directors may create such standing committees, as it may deem necessary, to promote the purposes and carry on the work of the Chapter. The term of each chairperson 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 chairperson of each standing committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

Section 4: Ex Officio Member

The President shall be a member *ex officio* of all committees except the Nominating Committee.

ARTICLE IX – DISSOLUTION

In the event of dissolution of the Chapter, all of its assets shall be paid over or transferred to one or more exempt organizations of the kind described in Section 170(b)(A) of the Internal Revenue Code 1954, *as amended*, and the regulations promulgated hereunder, as both now exist or may hereafter be amended. These assets are to be paid over or transferred to ARMA International as prescribed in its Policies.

ARTICLE X – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the Chapter in all cases not provided for in these Bylaws or Articles of Incorporation and ARMA International Policies and Procedures.

ARTICLE XI – AMENDMENT

These bylaws may be amended by a two-thirds (2/3) 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 ensure that the proposed amendment does not conflict with ARMA International Policy.

Approved on: March 19, 2019