



BYLAWS

OF

THE GREATER COLUMBUS OHIO CHAPTER

OF

ARMA INTERNATIONAL

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ARTICLE I: NAME

This not-for-profit organization shall be known as the Greater Columbus Ohio Chapter, Inc. (Chapter 025), ARMA International. The organization may do business as ARMA - Greater Columbus Ohio Chapter, Inc.

ARTICLE II: OBJECTIVES

The mission of ARMA International is to provide education, research and networking opportunities to information professionals, and 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.

This corporation is not authorized to issue any capital stock, and the conditions of membership in this corporation shall be stated in the Bylaws. The Board of Directors is granted authority to make, alter or repeal these Bylaws. The term for which this corporation is to exist is perpetual.

The objectives of the ARMA Greater Columbus Ohio Chapter, Inc. are:

1. To promote and advance the improvement of records and information management and related fields through study, education, and research
2. To advance professional knowledge and techniques by sharing and exchanging experiences and information related to the fields of records and information management
3. To develop and advance standards of professional competence in the fields of records and information management
4. To engage in any lawful act or activity for which not-for-profit corporations may be organized under the Ohio general corporation code

ARTICLE III: MEMBERS

Any individual holding or occupying a position as manager, supervisor, educator or student, or generally interested in the field of records and information management, shall be eligible for membership. Chapter members must also be ARMA International members.

SECTION A: CLASSES OF MEMBERS

The Greater Columbus Ohio Chapter, Inc. shall have four (4) classes of members:

1. Regular Chapter Member

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

2. Honorary

An individual who has been granted life membership by ARMA International's Board of Directors. Additionally, an ARMA International member in good standing may be awarded honorary chapter membership.

3. Student

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

4. 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 Columbus Ohio Chapter elections, holding Chapter office or receiving *Information Management*.

SECTION B: 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 of the Greater Columbus Ohio 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 C: 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 VII of this Article.

SECTION D: GOOD STANDING

A member in good standing is one whose current dues are paid to ARMA International, the Greater Columbus Ohio Chapter, and complies with the provisions and obligations of the Articles of Incorporation and the Bylaws.

SECTION E: APPLICATIONS

Applications for membership (regular or student) shall be made in writing on forms furnished by ARMA International or via the ARMA International website for this purpose. Applications are to be sent directly to ARMA International, not the Chapter.

SECTION F: NON-RENEWALS AND REINSTATEMENT

1. 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.
2. A non-renewed member or a former member may apply for membership upon full payment of annual Association and Chapter dues.

SECTION F: 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.

SECTION G: MEMBERSHIP TRANSFER

A membership belongs to an individual member, not his/her organization, regardless of who paid for the membership. However, should an employee leave an organization and the organization wishes to maintain continuity of its membership in ARMA International, the organization can re-designate the

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membership to another employee for six (6) months. At the end of that time the new member will be sent an invoice to renew for one (1) year beginning at that time. The original member will still keep their membership until it expires and can choose at that time to renew or not.

ARTICLE IV: OFFICERS, DIRECTORS AND THEIR DUTIES

SECTION A: OFFICERS & DIRECTORS

The Officers of the Chapter shall be a President, Vice President/President-Elect, Secretary, Treasurer, and Immediate Past-President. In addition, there are six (6) elected directors: Community Services, Marketing, Membership, Newsletter, Seminar, and Web Site.

SECTION B: QUALIFICATIONS

All Officers and Directors shall be members in good standing of ARMA International and the Chapter.

SECTION C: NOMINATION AND ELECTION

1. Nomination:

In February, the President shall appoint no less than two (2) members to serve with the Immediate Past President to select nominees for each open office except President for the coming year. The President-Elect will automatically succeed to the Presidency. A minimum of two (2) nominees is recommended for each office. These nominees will be announced to the membership in the April newsletter and will be presented at the May meeting with nominations from the floor also being accepted. Only members in good standing are eligible to run for and hold office.

To be eligible to serve as President-Elect, an individual must have served at least two (2) years in another elected office or Board position within the last three years. Any exceptions to this rule would be by majority approval of the Board.

If the President-Elect is unable to assume the presidency, the Nominations and Awards Committee will select nominees for the office of President

according to the procedures outlined above. In the event that an election for the office of President must be held, the incumbent President may be nominated for a second term.

2. Election:

The Immediate Past President shall serve as chairperson of the Nominations and Awards Committee and will be responsible for maintaining the strictest of confidence and security surrounding the election procedures.

The Secretary will prepare the ballot format (analog or digital) and notify every member in good standing of the election process through communications on the email distribution list and the chapter newsletter and/or website. The Secretary will notify the Nomination and Awards Committee chairperson of the deadline date of the election process.

Ballots returned by the membership will be accepted up to a date specified by the Nominations and Awards Committee prior to the annual meeting in June. The winners and awardees will be announced to the general membership at the June business meeting. In the event of a tie, the tie will be broken by a ballot vote by the members present.

SECTION D: TERM OF OFFICE

All Officers and Directors shall assume office July 1. Officers shall serve for a term of one (1) year and Directors shall serve for a term of two (2) years or until their successors are elected and have assumed duties. No Officer or Director except the Secretary or Treasurer shall serve more than three (3) 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.

SECTION E: VACANCIES

A vacancy in any office or Board position except that of President shall be filled by election by the Board of Directors for the unexpired term.

SECTION F: 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.

1. President

The President shall:

- a. Execute and implement the policies of the Board of Directors and Chapter membership
- b. Be the chief executive officer of the Chapter; preside at all meetings of the Board of Directors, general monthly meetings, and other meetings of the general membership. He/she shall represent the Chapter at international and region meetings
- c. Exercise general supervision over the organization and its affairs
- d. Ensure that a current copy of the approved Articles of Incorporation and Bylaws are on file at ARMA International headquarters
- e. Review, in detail, changes to the Chapter Bylaws, as issued, to ensure that the document is not in conflict with the association Bylaws
- f. Consult with the Board of Directors on matters of Chapter policy and the development of annual goals and objectives
- g. Issue Administrative Letters as approved by the Board of Directors
- h. Appoint, with the approval of the Board of Directors, standing and ad-hoc committees and serve as ex-officio member of all committees

- i. Sign, with the approval of the Board of Directors, all contracts of formal instructions obligating the Chapter office
- j. Sign checks in the absence of the Treasurer and/or Vice President/President-Elect
- k. Designate, when necessary, the Vice President/President-Elect to serve as his/her surrogate as an ex-officio member of the committees
- l. At the end of his/her term in office, deliver to the Vice President/President-Elect all books, papers, records and other property of the organization for which he/she is responsible
- m. At the end of his/her term in office, assume the role of Immediate Past President
- n. Perform other assigned duties.

2. Vice-President/President-Elect

The Vice-President/President-Elect shall:

- a. Assume the duties of the President during the President's absence
- b. Assist the President as requested or assigned in carrying out the duties of the Presidency
- c. Attend monthly Chapter Board of Directors meetings and Chapter meetings
- d. Serve as Program Chair, responsible for identifying speakers and developing the year's programs and topics
- e. Secure speaker gifts
- f. Work with committee chairs for seminars and special events
- g. Work in close coordination with the President and Corresponding Secretary to arrange monthly Chapter meetings
- h. At the end of his/her term in office, assume the role of President
- i. Perform other assigned duties.

3. Secretary

The Secretary shall:

- a. Maintain the official records of the Chapter
- b. Keep a record of all meetings and distribute meeting minutes to the Board of Directors and the Newsletter Director
- c. Be responsible for the custody of these Bylaws
- d. Keep copies of the annual financial report given to them by the Treasurer
- e. Serve as chairperson of the Annual Report Committee
- f. Prepare and distribute notice of all Chapter meetings
- g. Prepare and receive ballots for the election of officers
- h. Execute other official correspondence as appropriate
- i. Prepare a list of all attendees for the minutes, as soon as possible, after the function
- j. Perform other assigned duties.

4. Treasurer

The Treasurer shall:

- a. Monitor the Chapter's financial activities, producing and maintaining documentation of financial activity, ensuring disbursements and deposits are made in a timely manner, collecting all monies due the Chapter, and overseeing the Chapter's budget process
- b. Sign all checks
- c. Make the books available for inspection by any member in good standing
- d. Make monthly detailed reports to the Board of Directors on the financial condition of the Chapter
- e. Close the books as of June 30 each year for audit, and present a preliminary annual report at the June Chapter meeting

- f. Present the final audit report to the Audit Committee within ten (10) days of closing the books
- g. Serve as the corporation's statutory agent and shall file the appropriate form, which designates him/her as the statutory agent, with the Ohio Secretary of State, no later than August of each year
- h. Prepare state/federal tax information as required
- i. Serve as chairperson of the Budget Committee
- j. Submit reports as required by ARMA International
- k. *Be responsible for receiving reservations, registering attendance, and providing nametags for all Chapter functions*
- l. Perform other assigned duties

5. Immediate Past President

The Immediate Past President shall:

- a. Serve as an advisor to the President and the Board of Directors regarding the Chapter's relations with ARMA Headquarters and precedents for Board policies and procedures
- b. Serve as chairperson of the Nominations and Awards Committee
- c. Serve as chair of the Board of Directors
- d. Perform other assigned duties.

6. Community Service Director

The Community Service Director shall:

- a. Serve as Chair and recruit additional Community Service Committee members to support outreach efforts
- b. Organize and conduct special projects, charitable contributions, and other community outreach efforts approved by the Board of Directors
- c. Act as primary liaison with Chamber of Commerce

- d. Act as primary liaison with Marketing Committee
- e. Perform other duties as described in Section II and as assigned.

7. Education Director

The Education Director shall:

- a. Serve as Chair and recruit additional Education Committee members
- b. Submit Education Committee recommendations for new educational material acquisitions to Board of Directors for approval
- c. Act as primary liaison with ARMA International Education Committee and with area schools and colleges
- d. Submit Education Committee recommendations for Chapter scholarship activities to Board for approval
- e. Perform other duties as described in Section II and as assigned.

8. Marketing Director

The Marketing Director shall:

- a. Serve as Chair and recruit additional Marketing Committee members
- b. Coordinate all promotional publicity above and beyond the newsletter
- c. Coordinate the identification of strategies for, and conduct, marketing campaigns targeted to specific industries, including Records Management professionals
- d. Act as primary liaison with news media
- e. Act as primary liaison with Membership and Community Service Committees
- f. Perform other duties as described in Section II and as assigned.

9. Membership Director

The Membership Director shall:

- a. Serve as Chair and recruit additional Membership Committee members
- b. Maintains official list of Chapter members and their contact information
- c. Coordinates outreach for prospective new members, including recruitment activities, along with efforts to conserve current Chapter membership
- d. Provide new member orientation and services
- e. Coordinate hospitality functions at Chapter meetings
- f. Act as primary liaison with Marketing Committee
- g. Perform other duties as described in Section II and as assigned

10. Newsletter Director

The Newsletter Director shall:

- a. Create, publish and distribute the Chapter newsletter
- b. Edit and occasionally write copy
- c. Encourage article submissions and advertising content
- d. Provide and distribute, as required, special brochures, mailings, or other communications to Chapter members
- e. Explore opportunities to educate membership and others via the newsletter and through other means
- f. Perform other duties as described in Section II and as assigned

11. Seminar Director

The Seminar Director shall:

- a. Serve as Chair and recruit additional Seminar Committee members
- b. Coordinate the planning, organization and arrangements for at least one educational seminar per year

- c. Prepare objectives, goals and budget for the annual seminar
- d. Act as primary liaison with Marketing Committee and Newsletter Director
- e. Perform other duties as described in Section II and as assigned

12. Web Administrator

The Web Administrator shall:

- a. Update content, approve new material, formats information and posting of content to the Chapter's web site
- b. Approve design changes, new links and pages for the Chapter's website
- c. Manage contract with the ISP and web host
- d. Perform other duties as described in Section II and as assigned

SECTION G: REMOVAL

1. 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.
2. 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.
3. Any Officer removed from office under this section shall be ineligible for election to any office or Board position for at least one term.

ARTICLE V: MEETINGS

SECTION A: REGULAR MEETINGS

Regular meetings of the members shall be held on the third Thursday of the month, September through June, unless otherwise specified. 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 with the consent of the Board.

SECTION B: SPECIAL MEETINGS

Special meetings may be called by the President or by a majority of the Board of Directors. Seven (7) days notice of the meeting shall be given.

SECTION C: ANNUAL MEETING

The regular meeting held in June shall be the annual meeting at which annual reports shall be presented.

SECTION D: ANNUAL SEMINAR

The Annual Seminar will be held in either April or May and shall take the place of that month's regular meeting.

SECTION E: QUORUM

Those members, in good standing, who are present, will constitute a quorum for the transaction of business in any meeting of the chapter.

ARTICLE VI: BOARD OF DIRECTORS

SECTION A: COMPOSITION

The Board of Directors, which is the governing body of the chapter, shall consist of the elected Officers –President, Vice President/President-Elect, Secretary, Treasurer, and Immediate Past-President—and the six (6) elected Directors—Community Services, Marketing, Membership, Newsletter, Seminar, and Web Site.

SECTION B: DUTIES

The Board of Directors shall:

1. Manage the activities of the Chapter
2. Appoint the Auditing Committee and approve its report
3. Approve appointments to standing and as-hoc committees
4. Approve an annual budget
5. Select the dates and make arrangements for meetings of the members
6. Other duties as assigned.

SECTION C: MEETINGS

1. The Board of Directors shall meet at least once a month.
2. A majority of the Board of Directors shall constitute a quorum.
3. Special meetings of the Board of Directors may be called by the President or by a minimum of three (3) Board members; twenty-four (24) hours notice shall be given.
4. In the case of an emergency or extremely bad weather, a meeting may be cancelled by the President with consent of the Board.
5. Regular meetings and special deliberations of the Board may be held by electronic means (e.g. telephone, email, or other Internet communication systems) to vote upon issues brought before the Board. These deliberations are subject to the following:

- a. A majority of the Board members shall have access to the appropriate electronic media, as verified by their response to a call for any particular deliberation. This majority shall constitute the quorum for the deliberation and, once established, shall be assumed present until the deliberation is adjourned.
- b. The technology used for the electronic deliberations shall allow the members full access to and participation in all deliberations transactions, either continuously or intermittently, throughout the specified time of the deliberation.
- c. The affirmative vote of a majority of the quorum shall be the minimum vote requirement for the adoption of any motion. A majority of votes cast, or a greater proportion as indicated by the adopted Parliamentary Authority (see Article X), shall be necessary for the adoption of motions.
- d. Procedural rules related to the conduct of electronic discussions shall be established by the Board.

ARTICLE VII: FINANCES

SECTION A: FISCAL YEAR.

The fiscal year of the Chapter shall begin on July 1 and end June 30 of the following year.

SECTION B: 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 1.

Section C: Expenditures, Reimbursements & Charges

1. Expenditures:

- a. The Board of Directors must approve any expenditure exceeding the amount of \$75.00.
- b. The Chapter shall be responsible for the President's registration fees for attending the Annual ARMA International Conference. If the President is unable to attend, the Board of Directors may nominate a replacement.
- c. The Chapter shall be responsible for covering reasonable expenses for at least two (2) Board of Directors' attendance and travel to the annual Great Lakes Leadership Conference; the Board may approve funding for additional members.

2. Reimbursements: An expense form and a copy of the payment receipt must accompany requests for reimbursement.

ARTICLE VIII - COMMITTEES

SECTION A: COMMITTEES

The Board of Directors may create such standing and ad hoc committees, as it may deem necessary, to promote the purposes and carry on the work of the chapter. The term of each chair shall be for one year or until a successor has been selected.

SECTION B: DUTIES OF COMMITTEES

Committees shall perform duties as specified by the Board of Directors.

SECTION C: PLAN OF WORK

The chair of each standing committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

SECTION D: EX OFFICIO MEMBER

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

SECTION E: STANDING COMMITTEES

There are nine (9) standing committees, as follows:

1. Annual Report:

- a. Chaired by the Secretary
- b. Documents Chapter activities and accomplishments
- c. Prepares annual Chapter of-the-Year submission
- d. Term is annual

2. Audit:

- a. Chaired by Immediate Past Treasurer, with one (1) additional committee member appointed by the President (Note: If Past Treasurer is not available, Board of Directors can nominate one Board member to sit on the Committee.)
- b. Reviews the records of the Treasurer
- c. Receives final annual financial report from current Treasurer at end of program year
- d. Conducts audit and submits annual financial audit report within 60 days of receipt to ARMA International Headquarters (due by mid-August)
- e. Ensures the annual financial audit report is completed and signed by the Treasurer whose term ended in June, and provides a copy to the Secretary
- f. Term is annual

3. Budget:

- a. Chaired by Treasurer
- b. Submits proposed annual operating budget for Board approval
- c. Prepares final budget
- d. Monitors and reports line item expenditures to Board on regular basis
- e. Term is annual

4. Community Service:

- a. Chaired by Community Service Director
- b. Organizes and conducts special projects, charitable contributions, and other community outreach efforts approved by the Board of Directors

- c. Term is annual

5. Education:

- a. Chaired by a chapter member in good standing appointed by the President and confirmed by the Board
- b. Maintains bibliography of current educational material holdings
- c. Recommends new educational material acquisitions to Board of Directors
- d. Initiates, evaluates, and submits to Board proposals for Chapter scholarship activities
- e. Coordinates and advances information management education
- f. Term is annual

6. Marketing:

- a. Chaired by Marketing Director
- b. Conducts all promotional publicity above and beyond the newsletter
- c. Identifies strategies for, and conducts, marketing campaigns targeted to specific industries, including Records Management
- d. Term is annual

7. Membership:

- a. Chaired by Membership Director
- b. Maintains official list of Chapter members and their addresses
- c. Conducts outreach for prospective new members, including recruitment activities, along with efforts to conserve current Chapter membership
- d. Provides new member orientation and services
- e. Coordinates hospitality functions at Chapter meetings
- f. Term is annual

8. Nominations and Awards:

- a. Chaired by Immediate Past President
- b. Identifies candidates for elected offices
- c. Solicits nominations for Board positions and Chapter awards
- d. Conducts annual election as prescribed in Article VI of these Bylaws
- e. Term is annual

9. Seminar:

- a. Chaired by Seminar Director
- b. Plans, organizes and makes all arrangements for at least one educational seminar per year
- c. Prepares objectives, goals and budget for the annual seminar and manages the functions of the committee
- d. Term is annual

ARTICLE IX: DISSOLUTION

In the event of dissolution of the Chapter, all of its assets shall be paid over or transferred to one or more exempt organization of the kind described in Section 170(b)(1)(A) of the Internal Revenue code 1954, as amended, and the regulations promulgated there under, as both now exist or may hereafter be amended. These assets are to be paid over or transferred to ARMA International as prescribed in its Policies.

ARTICLE X: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the chapter in all cases not provided for in these Bylaws 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. An affirmative vote on an amendment cannot be reconsidered, however a negative vote may. This Article may not be suspended.