

Bylaws of the Detroit Chapter of ARMA International

ARTICLE I – Name

Association of Records Managers & Administrators, Inc. (ARMA) – Detroit Chapter

ARTICLE II – Purpose

The Detroit Chapter (Chapter) is organized as a not-for-profit corporation in the State of Michigan and the nature and purpose of its business and its powers are to promote principles and practices that 1) result in organizations understanding that their success relies on the effective management and governance of information and 2) create career and professional development opportunities in RIM and information.

ARTICLE III – Members

Section 1 – Classes of Membership

A. Professional:

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

B. Associate:

A duly qualified individual in good standing with ARMA is entitled to limited benefits. Associate membership does not include the privilege of voting in an ARMA election or Chapter elections.

C. Honorary:

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

D. Industry:

An organization related to and/or in support of records and information management. Individual memberships for employees are not included in the Industry Membership. Industry Membership does not include the privilege of voting in elections or holding office.

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, shall be established and published by the ARMA Detroit Board of Directors (Detroit Board). Membership in ARMA or the 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 fields of RIM or IG, shall be eligible for membership. Any individual so qualified may not be excluded from nor denied membership in ARMA 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, the Chapter, and complies with the provisions and obligations of the Articles of Incorporation and the Bylaws.

Section 5 – Applications

Applications for membership shall be made via ARMA's website.

Section 6 – Non-Renewal and Reinstatement

- A. Members whose dues have not reached ARMA 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 and Chapter dues.

Section 7 – Censure, Suspension or Expulsion

Any member may be censured or suspended by a majority vote of the Detroit Board 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 Detroit Board 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 harm to the welfare of ARMA or the Chapter, and indebtedness to ARMA or the Chapter shall also be causes for such disciplinary action. When such action is contemplated, the Detroit Board shall provide written notification to the party concerned, and afford an opportunity for a hearing before the Detroit Board or a special committee appointed by the Detroit 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 President, Immediate Past President, President-Elect, Secretary, and Treasurer. In addition to the elected officers, the Chapter should also have directors that are appointed. The directors are appointed by the President and approved by the Detroit Board on an annual basis.

Section 2 – Qualifications

All officers need to have Professional Membership and be members in good standing of ARMA and the Chapter.

Section 3 – Nomination and Election

- A. Nomination Procedures

The Immediate Past President shall prepare a slate of nominees for each elective office to be filled and shall submit such slate to the Detroit Board in the spring of each year. Nominees for the slate are collected through a "polling" process with all Chapter members.

- B. Election Procedures

An electronic ballot shall be prepared and disseminated and tracked anonymously through the Chapter website to each member in good standing. Each member will be

requested to submit their ballot by the designated deadline. The Immediate Past President shall certify the results and report them to the Chapter membership. All officers, except the President and Immediate Past President which are automatic accessions, shall be elected by a plurality of the votes cast.

Section 4 – Term of Office

- A. All Officers shall assume office July 1.
- B. The President, President-Elect, and Immediate Past President shall serve for a term of one year or until their successors have assumed duties. The President-Elect shall automatically ascend to the office of President and the President shall automatically ascend to the office of Immediate Past President.
- C. The Treasurer and Secretary shall serve for a term of two years or until their successors have assumed duties. The Treasurer's term shall commence in an even numbered year and the Secretary's term shall commence in an odd numbered year.

Section 5 – Vacancies

- A. A vacancy in any office except that of President shall be filled by appointment by the Detroit Board for the unexpired term.
- B. A vacancy in the office of the President shall be filled by the President-Elect.

Section 6 – Duties and Responsibilities

The officers shall perform duties provided in this section and such other duties as prescribed in these Bylaws by the Detroit Board in their adopted parliamentary authority or by ARMA.

- A. President. The President shall:
 - 1. Preside at all meetings of the Detroit Board and of the members.
 - 2. Appoint Directors and committee chairperson(s) (as needed) with the approval of the Detroit Board.
 - 3. Be an ex officio member of all committees (if needed).
- B. President-Elect. The President-Elect shall:
 - 1. Be an aide 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.
- C. Secretary. The Secretary shall:
 - 1. Record the minutes of all meetings of the Detroit Board.
 - 2. Track and manage all Chapter records, whether electronic or hard copy.
- D. Treasurer. The Treasurer shall:
 - 1. Have custody of all Chapter funds, 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 Detroit Board, make disbursements as authorized.
 - 4. Present a report at all meetings of the Detroit Board.
 - 5. Prepare an annual report, which shall be submitted along with the financial records to the Auditing Committee (if needed).
 - 6. Submit reports and filings as required by ARMA and governmental agencies.
- E. Directors. The Directors shall:

1. Assist in the operations and functions of the Chapter.
2. Serve on committees as needed.
3. Perform other duties as assigned by the Detroit Board.

Section 7 – Removal

- A. Any Chapter officer whose conduct shall be considered detrimental to the best interest of ARMA 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 Detroit Board.
- B. When such action is contemplated in the case of an officer, they shall be entitled to receive specific charges in writing from the Detroit Board and shall, if they express a desire in writing, be afforded an opportunity for a hearing before the Detroit Board or a special committee appointed by the Detroit Board for this purpose.
- C. Any Officer removed from office under this section shall be ineligible for election to any office in the future.

Article V – Board of Directors

Section 1 – Composition

The Detroit Board, which is the governing body of the Chapter, shall consist of five (5) elected officers and directors.

Section 2 – Duties

The Detroit Board shall:

- A. Manage the activities of the Chapter.
- B. Approve an annual budget.
- C. Serve on committees as needed.

Section 3 – Meetings

- A. The Detroit Board shall meet at least 10 times annually.
- B. A majority of the Detroit Board shall constitute a quorum.

Article VI – Finances

Section 1 – Fiscal Year

The fiscal year of the Chapter runs July 1 to June 30.

Section 2 – Membership Dues

Membership dues for the Chapter shall be set by the Detroit Board in advance of the new fiscal year. The amount will be in addition to the amount designated by ARMA. The Chapter shall notify ARMA of any changes in local dues no later than May 1.

Article VII – Dissolution

In the event of dissolution of the Chapter, the governing body shall, after paying or making provision for the payment of all liabilities, dispose of all the assets of the Chapter to one or more exempt organizations of the kind described in Section 170(b)(1)(A) of the Internal Revenue code 1986, as amended, and the regulations promulgated there under, as both now exist or may hereafter be amended, as the governing body shall determine. Any such assets not so disposed

of shall be disposed of by the District Court of the county in which the principal office of the Chapter is then located.

Article VIII – 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 Policies and Procedures.

Article IX – Amendment

These Bylaws may be amended by a two-thirds vote of the Detroit Board provided that notice of the proposed amendment has been sent in writing at least thirty (30) days prior to the meeting at which the amendment is voted. Proposed amendments shall be reviewed by ARMA's Region and Chapter Manager and the ARMA Great Lakes Region Director prior to notice being sent to the members to ensure that the proposed amendment does not conflict with ARMA Policy.