

Bylaws of the Houston Chapter of ARMA International

ARTICLE I - NAME

THE HOUSTON CHAPTER OF ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATORS, INC. (ARMA Houston)

ARTICLE II – OBJECTIVES

The objectives of this non-profit, educational organization are:

- To promote and advance the improvement of records and information administration and management and related fields through study, education, and research.
- To advance professional knowledge and techniques by sharing and exchanging experiences and information related to the field of records and information administration and management.
- To develop and advance standards of professional competence in the field of records and information administration and management.

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 Houston BOD for the Houston Chapter and/or the International Board of Directors. Honorary members cannot hold a Chapter BOD office. Honorary member's dues are paid to ARMA International by the chapter.

C. Student

Any enrolled full time post-secondary student. Student membership does not convey the privileges of voting in ARMA International elections, ARMA Houston Chapter elections, or holding a 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, ARMA Houston Chapter elections, holding Chapter office, or receiving *The Information Management Journal*.

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 ARMA Houston 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 ARMA Houston 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 two calendar months 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, Executive Vice President, 6 Vice Presidents, Secretary, Treasurer, Immediate Past President and Past President. There are twelve members of the Board of Directors.

At no time shall the number of members of the Board of Directors be less than six (6). Each member of the Board of Directors must be a regular member in good standing of the Houston Chapter.

No more than two (2) persons employed by the same company, subsidiary, or division thereof shall simultaneously serve on the Board of Directors.

Section 2. Qualifications

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

Section 3. Nominations and Elections.

Nominations

The Nominating Committee is chaired by the Immediate Past President. Members of the Nominating Committee shall be Chapter members in good standing selected by the Immediate Past President. The Nominating Committee shall be responsible for managing the nomination process in accordance with the Chapter's Nominating Committee Procedures.

The Nominating Committee shall prepare a slate of nominees meeting the minimum requirements set out in the Nominating Committee Procedures with at least one nominee for each elective office. The Slate of Nominees shall be presented to the Board of Directors at its February meeting. The Board of Directors shall approve each nominee, however, a nominee may be rejected by a 2/3 majority vote of the Board members present. The Board-approved Slate of Nominees shall be provided to each Chapter member by March 1.

The membership shall be notified on or before the first Wednesday in March that nominations are open and that nominations will close on March 15 of each year. All nominations are submitted to the Immediate Past President along with a biographical sketch of each nominee, using the Nomination Information Filing Form.

The total list will be posted on the Web with a biographical sketch from mid March until April 30 when voting closes.

Elections

The Tellers Committee is chaired by the Past President. Members of the Tellers Committee shall be Chapter members in good standing selected by the Past President. The Tellers Committee shall be responsible for managing the election process in accordance with the Tellers Committee Procedures and for ensuring that all members voting in the election have been verified by the Membership Committee as Chapter members in good standing as of March 1. It shall be the responsibility of each member to provide and update his or her personal contact information.

Ballots shall be prepared by the Tellers Committee and submitted to the VP of Communication for posting electronically on the ARMA Houston web page no later than April 1. The committee is to use the most current contact information from the Membership VP to determine chapter members in good standing and eligible to vote. The Secretary will only prepare paper ballots for members without a

valid e-mail address and mail them to the members no later than April 1. The ballot shall contain the names of all nominees and blank space for write in candidates for each open position on the Board of Directors.

The Secretary shall enclose with any mailed ballots a recognizable, prepaid, envelope addressed to the Manager of the Tellers Committee. The ballot shall indicate that, for the ballot to be valid, the envelope must be postmarked no later than April 30. Voting instructions will be clearly printed on the ballot. All voting will be completed between April 1 and April 30, and all votes tabulated by the Tellers Committee.

The Tellers Committee shall meet no earlier than May 1 and no later than the second Friday in May. The Tellers Committee will not open any ballots or retrieve any voting results until after April 30. At that time, the envelopes shall be opened, electronic or other voting sources accessed, and the votes tabulated. The candidate for each open position who receives the majority of votes shall be elected to that office.

A tie vote shall be decided by a 2/3 majority vote of the current Board of Directors in a Special Meeting. Upon tabulation of the votes, the Tellers Committee shall prepare a Tellers Report and present the election results to the President within twenty-four hours. The original Tellers Report, with signatures of all members of the Tellers Committee, shall be forwarded, via certified mail, to the President within three days of preparation of the report.

At the Annual Chapter Meeting, the Presiding Officer shall declare the election of each officer. Notice of the election of Officers for the following year shall be provided to the membership prior to the June Chapter Membership Meeting, such notice may be made via inclusion in the Chapter newsletter or monthly meeting notice.

The original signed Tellers Report shall be attached to the minutes of the Annual Meeting. All ballots cast in the election are retained for one month after the Annual Meeting and then destroyed and/or deleted.

Section 4. Term of office

All Officers shall assume office July 1. The President, Executive Vice President, Treasurer and Secretary shall take office at the Chapter Membership Meeting in June to serve for a one year term and shall hold office until successors are installed.

Three Vice Presidents shall be elected in even numbered years, and three Vice Presidents shall be elected in odd numbered years. The Vice Presidents shall serve for a two-year term, shall take office at the Chapter membership meeting in June, and shall hold office until their successors are installed.

No Elected Officer shall hold more than one office at a time nor be eligible to serve more than two 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 5. BOD Vacancies

A vacancy in the office of the President shall be filled by the Executive Vice President for the remainder of the term. In the event the Executive Vice President is unable to fill the vacancy, the vacancy for the remainder of the un-expired term shall be filled by appointment of the Board of Directors upon a 2/3 majority vote of the remaining Board of Directors.

All other vacancies shall be filled for the remainder of the un-expired term by appointment of the President. The person appointed shall meet the qualifications for that office as set out in the Nominating Committee Procedures and requires approval by a 2/3 majority of affirmative votes of the

Board of Directors. Any person filling a vacancy in an elected office shall be eligible to be nominated for that office for two additional terms.

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:

- Be the Chief Executive Officer of the Chapter responsible for providing leadership, guidance and direction in executing and implementing the policies of the Board of Directors and the Chapter membership.
- Exercise general supervision over the affairs of the Chapter.
- Be responsible for enforcing the Constitution, Bylaws and directives of the Board of Directors.
- Preside at all meetings of the Chapter and of the Board of Directors.
- Serve as administrator, providing guidance and direction to the Executive Vice President, the six Vice Presidents, the Treasurer, and the Secretary.
- Make appointments as required by the Constitution and Bylaws or authorized by the Board of Directors.
- Serve as ex-officio member of all Standing and Ad Hoc Committees, except the Nominating Committee and the Awards Committee.
- Keep the Board of Directors fully informed of the activities of the Chapter.
- Sign, with approval of the Board of Directors, all contracts or formal instructions obligating the Chapter.
- Vote at Board of Directors meetings only in the event of a tie.
- Deliver to the succeeding President all books, papers, records and other property of the Chapter for which he or she may become responsible.
- Perform other duties appropriate for this office.
- Nominate seven Chapter members to serve on the Board of Trustees of the Alice L. Haltom Educational Fund. Of the seven members nominated, five members are to be confirmed by the Board of Directors of the Chapter and two members are to be confirmed by the Board of Trustees of the Alice L. Haltom Educational Fund. A minimum of one of the seven Chapter members nominated by the President must be a member of the Chapter's current Board of Directors.
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- Other assigned duties

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

- Assume all Chapter duties of the President during absence or disability of the President.
- Assist the President with Chapter activities as requested.
- Serve as ex-officio member of all standing and ad hoc committees except Nominating Committee and Awards Committee.
- Serve as administrator, providing guidance and direction to the Treasurer, Secretary and Procedures Manual Committee Manager.
- Serve as the Chapter's liaison to ARMA International
- Other assigned duties

C. Secretary. The Secretary shall:

- Record and maintain all 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.
- Preserve all books and papers belonging to the chapter.
- Be custodian of the official records of the Chapter, including the Chapter Charter.
- Distribute to the Board of Directors copies of the minutes of all Board of Director Meetings.
- Prepare and provide Chapter material to the membership.

- Prepare and provide ballots where the Bylaws require election by ballot.
- Conduct the official correspondence of the chapter.
- Other assigned duties.

D. Treasurer. The Treasurer shall:

- Be the Chief Financial Officer and custodian of Chapter funds, securities and assets.
- Have custody of all of the funds of the chapter, which shall be deposited in a federally insured institution.
- Keep a full and accurate account of receipts and expenditures.
- Receive all payments to which the Chapter is entitled.
- Disburse Chapter funds in accordance with the budget and, upon specific approval by the Board of Directors, disburse funds for unbudgeted expenditures.
- Maintain appropriate records and provide financial reports at each monthly Board of Directors meeting, at the close of each year, and at such other times as the Board of Directors may require.
- Prepare an annual report, which shall be submitted along with the financial records to the Auditing Committee. 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.
- Sign checks up to an amount specified by the Board of Directors; cosign, with another Board member, all checks above the amount authorized for Treasurer only signature. In the Treasurer's absence or disability, the President and/or the Executive Vice President shall exercise this authority.
- Assure that all Chapter funds are deposited in depositories approved by a 2/3 majority vote of the Board of Directors.
- Perform other duties assigned by the President, Executive Vice President, and/or other members of the Board of Directors.
- Submit reports as required by ARMA International.
- Other assigned duties.

E. Vice Presidents. Each Vice President shall:

- Serve as administrator, providing guidance and direction to managers of committees assigned to that Vice President.
- Submit to the President a list of proposed committee managers for the next term.
- Other assigned duties.

At the beginning of each term of office, the President shall assign each Vice President to one of six positions:

- Vice President of Chapter Conference
- Vice President of Chapter Meetings
- Vice President of Member Education & Professional Development
- Vice President of Professional Marketing & Outreach
- Vice President of Membership
- Vice President of Communications

F. Immediate Past President. The Immediate Past President shall:

- Serve as a member of the Board of Directors.
- Serve as chair of the Nominating Committee and the Awards Committee.
- Assist the President and the Executive Vice President with the activities of the Chapter as requested.
- Other assigned duties.

G. Past President. The Past President shall:

- Serve as a member of the Board of Directors.
- Serve as chair, or appoint a chair, of the Tellers Committee.
- Serve as administrator, providing guidance and direction to the Financial Administration Committee.
- Assist the President and Executive Vice President with the activities of the Chapter as requested.
- Other assigned duties.
- This position shall be filled by the last Immediate Past President; or, if such an individual is unavailable, it shall be filled by a Chapter member who has served in at least two positions or two terms as member of the Board of Directors. If this position is not filled by the Immediate Past President last incumbent, it shall be filled according to the procedure specified in the bylaws.

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. Members of the Board of Directors who undergo job responsibility changes during their term of office have an obligation to resign from office if these changes prevent them from fulfilling their responsibilities to the Chapter. If a member of the Board of Directors cannot fulfill their responsibilities to the Chapter but wish to remain on the Board and can fulfill the responsibilities of another Board position for the remainder of that positions term, an exchange of positions can occur if agreed to by both affected Board members and with approval of a 2/3 majority vote of the remaining Board of Directors.
- D. 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.

Regular meetings of the members shall be held the 4th Wednesday of every month except the month of the Houston Spring Conference, International Conference, November and December (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.

A Special Meeting of the Chapter Membership may be called by the Board of Directors or by petition to the Board of Directors of ten or more members in good standing. Notice of a Special Meeting shall be provided to all Chapter members in good standing at least five days prior to the date for such Special Meeting. Notice of a Special Meeting shall be accompanied by the agenda of the Special Meeting.

Section 3. Annual Meeting.

The Annual meeting of the Chapter shall be held at a location and time to be determined by the board of Directors.

The meeting held in May shall be the Annual Meeting at which annual reports shall be presented. Members in good standing shall be notified of the location and date in a timely manner.

Section 4. Quorum.

A quorum must be present to conduct business coming before the Chapter membership at the Annual Meeting or any Special Meeting. The quorum shall consist of twenty percent of the chapter members in good standing. Proxy voting shall not be permitted.

Section 5. Guest Guidelines

- A. ARMA Houston members who wish to observe a regular meeting of the Board must notify the Chapter Secretary of their intent to attend and to obtain information regarding times and locations. The Secretary will notify the President of the Guest's intent to attend. If after notifying the Secretary of intent to attend, the individual is unable to attend, they must advise the Secretary accordingly.
- B. On the day of the meeting guests, should check in with the Chapter Secretary at least 15 minutes prior to the meeting's scheduled start time. The Secretary will record attendance of the guest in the official minutes of the meeting.
- C. Guests are to comply with formal proceedings of the meeting and accordingly are asked to not enter discussions unless directly addressed by the Chair.
- D. Guests are asked not to announce or discuss Board actions until after the Board has released its decisions to the ARMA Houston membership, thereby ensuring dissemination of accurate information. Any documentation or items distributed to guests during the meeting must be returned at meeting close.
- E. In order to protect confidential or sensitive information, the Board of Directors may vote to go into executive session at any point during the meeting at which time some or all guests may be asked to leave the room.
- F. Guests who violate any of these guidelines or are otherwise disruptive of the proceedings may be asked to leave or may be removed from the room.

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 and Immediate Past President and Past President.

Section 2. Duties.

The Board of Directors shall:

- A. Manage the activities of the Chapter.
- B. Appoint the Auditing Committee and approve its report.

- C. Approve an annual budget.
- D. Select the dates and make arrangements for meetings of the members.
- E. Other duties.

Section 3. Meetings.

A quorum must be present to conduct business coming before the Board of Directors at any of its meetings. The quorum shall consist of a 2/3 majority of members of the Board of Directors. Proxy voting shall not be permitted.

- B. Unless otherwise notified by U.S. mail, e-mail, facsimile or telephone call not fewer than five days prior to the meeting, the Board of Directors meeting shall be held the second Tuesday of each month. Board members are required to attend all regular meetings of the Board of Directors during the fiscal year.
- C. Any Board member who does not attend two consecutive or three total regular Board meetings may be subject to removal by the Board of Directors. When calculating missed meetings, call-ins cannot be more than two in a row without attending in person. The removal of a member of the Board of Directors must be approved by eight affirmative votes of members of the Board of Directors. The Board member being considered for removal shall be notified when such action is contemplated and be afforded an opportunity for a hearing before the Board.
- D. Special meetings of the Board of Directors may be called by the President or by a majority of its members. At least 5 days notice of meeting shall be given to all required attendees.
- E. 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 Association. The Chapter shall notify the Association of any changes in local dues no later than May 1st.

Chapter dues may be transferred on a pro-rata basis from one Chapter to another subject to the approval of the Chapters involved.

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 chairman shall be for one year or until a successor has been selected.

- Standing Committee – a committee established by the Board of Directors to run year to year for a specific purpose.

- Ad Hoc Committee – a committee formed to accomplish a specific task or purpose and is dissolved when completed or may become a standing committee by the Board of Directors.
- Removal of Committee Members
Committee members, including the Manager, may be removed for cause by the appointing Authority. The Nominating Committee and the Awards Committee requires Board of Directors' approval for appointment it is also required for removal.

Section 2. Duties of Committees.

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

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 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 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 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 Board of Director's 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.