

Bylaws
Oregon Chapter
Association of Records Managers and Administrators, Inc.

Article I - Name

- A. The name of this organization is the Oregon Chapter of the Association of Records Managers and Administrators, Inc. This is a not-for-profit educational and professional organization.
- B. References to the Association of Records Managers and Administrators, Incorporated, a Kansas Corporation, may be expressed as ARMA International, the Corporation, or the Association.

Article II - Objectives

The objectives (mission) of the Oregon Chapter is to provide education and networking opportunities to records and information management professionals and to enable them to leverage the value of records and information as institutional and corporate assets.

This Chapter is organized and operated exclusively for the above stated purposes and for other not-for-profit purposes and no part of any income or earnings shall inure to the benefit of any private individual.

Article III - Membership

Section 1 - Class of Membership

A. Regular Membership

Any individual with a position or general interest in records and information management shall be eligible for membership.

B. Student Membership

Membership in this class shall include college and university students regularly enrolled in courses who are currently carrying a class load of 12 credit hours for undergraduate study, or 6 credit hours for graduate study. High school students who are working part-time in a records management position are also eligible for this membership. Student members are required to hold membership in ARMA International, which keeps student fees at a nominal level. Persons holding this class of membership shall not be required to pay annual chapter dues nor shall they be eligible to vote or hold an elective office.

C. Honorary Membership

The Board of Directors, in recognition of a member's overall contribution to the chapter, may grant honorary membership.

D. Retired Membership

A current or former chapter member in good standing with the Association, who has retired from the profession of records management is eligible for retired membership. Retired membership does not include the privilege of voting in an ARMA International election, holding office, or receiving *The Information Management Journal*.

Section 2 - Requirements

The requirements for each of the various classes of membership and the processes for applications, in addition to those contained in these Bylaws, shall be established and published by the ARMA International Board of Directors. Membership shall not be denied nor abridged on account of race, color, religion, sex, age, national origin, disability, sexual orientation or choice of lifestyle. Chapter members must also be a member of the Association.

Section 3 - Privilege of Members

Each member shall have the privilege of participating in all activities of the Chapter and shall be entitled to receive and have access to sources of records management information that may be available through the Chapter. Each member shall have the privilege of inviting guests to attend any chapter meeting or activity.

Section 4 - Qualifications

Individuals holding or occupying a position as manager, supervisor, educator, or who is generally interested in the field of Records and Information Management, shall be eligible for membership.

Section 5 - Good Standing

A member in good standing is one whose current membership dues are paid and who complies with the provisions and obligations of the Articles of Incorporation and the Bylaws.

Section 6 - Censure, Suspension or Expulsion

Any member may be censured or suspended by a majority vote of the Chapter Board of Directors (the Board) for good cause if according to its findings a violation of any provision or obligation of the Articles of Incorporation or Bylaws has occurred. Any member may be expelled by a two-thirds vote of the Board for good cause if according to its finding a violation of any provision or obligation of the Articles of Incorporation or Bylaws has occurred. Conduct unbecoming a member, conduct inimical to the welfare of the Association or Chapter, and indebtedness to the Association or Chapter shall also be causes for such disciplinary action. When such action is contemplated, the Board shall provide written notification to the party concerned, and afford an opportunity for a hearing before the Board or a special committee appointed for this purpose. Should revocation result, any dues paid to a date beyond such revocation will not be refundable.

Section 7 - Non-Renewal and Reinstatement

- A. Any member whose dues have not reached ARMA Headquarters by 90 days following the member's anniversary renewal date, shall be considered non-renewed.
- B. A non-renewed member or former member may apply for reinstatement of membership upon full payment of annual Chapter and Association dues.
- C. The Membership Director or Chapter President will conduct an exit-interview of confirmed non-renewing members to ascertain any information that will assist the chapter to retain members. Every effort will be made at the time of the exit-interview to reaffirm the departing member's involvement in the Association. This may include letter and telephone follow-up with the non-renewing member's employer, to re-establish employer support, if possible.

Article IV - Organization

Section 1 - Governing Body

- A. The Board of Directors (the Board) is the governing body of the Chapter.
- B. The Board of Directors consists of elected Chapter Officers, elected Directors, and the Immediate Past President. The Board of Directors must be members in good standing. The Board of Directors positions include:

President	Treasurer	Publicity Director
Vice President/Programs	Membership Director	Oregon Program Liaison
Vice President/Facilities	Education Director	Webmaster
Secretary	Newsletter Director	Immediate Past President

Section 2 - Removal from Office, Appeal Process

- A. Any Board member may be removed from office with cause by a two-thirds majority vote of the members of the Board, who are qualified to vote, at any regular or special meeting.
- B. Any Board member removed from office has seven (7) days to submit a written appeal to the President. Upon receipt of the appeal, the Board has seven (7) days to review the appeal and vote upon the issue of reinstatement. The Board's ruling on the appeal is final and no additional appeals will be accepted.

Section 3 - Elections

- A. The election of Chapter Officers and Directors is held in April of each year.
- B. The Nominating Committee (consisting of the President, Immediate Past President, and one other member approved by the Board) shall select at least one nominee for each elective office to be filled, provided the nominees are members in good standing and are willing and able to serve. Nominees shall be presented to the Chapter during the month of March.
- C. The Secretary prepares and distributes the ballots to all members at least one week prior to the April meeting. The Secretary shall also receive and count the ballots upon completion.
- D. Candidates are considered elected upon receiving a majority of the votes no later than the end of the April meeting and are announced and installed at the May meeting.
- E. Any candidate may protest election results by petitioning the Nominating Committee, in writing, with verifiable reasons for said protest. The Nominating Committee shall investigate the claims and make a determination as to any action required. The elected candidate shall serve in office until disaffirmed.
- F. An election may be invalidated by the Nominating Committee if any of the following occur:
 - 1) Verifiable receipt of duplicate ballots;
 - 2) Verifiable incomplete mailing due to errors; or,
 - 3) Election tampering.

Section 4 – Term of Office

Officers and Directors serve for a period of one year from July 1 through June 30. No person may serve for more than two consecutive elected terms in the same office.

Section 5 - Officers/Duties

A. President

- 1) Is the Executive Officer of the Chapter.
- 2) Presides at all Board and Membership meetings.
- 3) Executes and enforces the policies of the Board.
- 4) Prepares the budget for submittal to the Board and Membership.
- 5) Is responsible for informing Chapter members of any recommendations made by the Board
- 6) Directs the Chapter's activities toward planned goals.
- 7) Must have served on the Board of Directors for at least one year prior to taking office.
- 8) Appoints special committee chairpersons upon consultation with the Board.
- 9) Distributes all correspondence and information received from the Association to the appropriate Board or Chapter member(s).
- 10) Is authorized to co-sign Chapter checks.
- 11) Transfers all Chapter materials/information to position's successor at the end of the fiscal year.

B. Vice President/Programs

- 1) Assumes the duties of the President during his/her absence.
- 2) Serves as the Program Committee Chairperson.
- 3) Makes speaker arrangements for each Portland membership meeting.
- 4) Presents suggested Portland programs, speakers, and meeting formats to the Board for their approval. Also, submits this information to the Newsletter Director and Webmaster for publication.
- 5) Attends budget preparation meeting.
- 6) Performs such other duties as assigned by the President.
- 7) Performs the annual financial audit function within sixty days after the end of the fiscal year and prior to the preparation of the budget.
- 8) Is authorized to co-sign Chapter checks.
- 9) Transfers all Chapter materials/information to position's successor at the end of the fiscal year.

C. Vice President/Facilities

- 1) Books the facility for each meeting.
- 2) Makes arrangements for any audio visual or electronic equipment required by speaker.
- 3) Plans the menu for lunch/dinner meetings.
- 4) Makes all ancillary facility arrangements in conjunction with "tour" programs.
- 5) Attends budget preparation meeting.
- 6) Performs such other duties as assigned by the President.
- 7) Accepts reservations for Chapter events and creates name tags as needed.
- 8) Is authorized to co-sign Chapter checks.
- 9) Transfers all Chapter materials/information to position's successor at the end of the fiscal year.

D. Secretary

- 1) Is the current records custodian of the Chapter.
- 2) Records and publishes minutes of each Board meeting and minutes of any business transacted at general membership meetings.
- 3) Records results of Board votes taken via e-mail.
- 4) Ensures distribution of the list of nominees for Chapter elections.
- 5) Ensures submission of revised Bylaws to membership.
- 6) Publishes the approved Bylaws when revised for Chapter members upon request.
- 7) Conducts elections, as noted in Article IV, Section 3,
- 8) Coordinates Board incoming and outgoing correspondence, as needed.
- 9) Performs such other duties as assigned by the President.
- 10) Is authorized to co-sign Chapter checks.
- 11) Transfers all Chapter materials/information to position's successor at the end of the fiscal year.

E. Treasurer

- 1) Is the Financial Officer of the Chapter.
- 2) Attends the Budget Preparation meeting.
- 3) Maintains a savings and/or checking account in the name of the Chapter.
- 4) Maintains the financial records.
- 5) Designates co-signer(s) of any seminar, special events account, and approves all expenses.
- 6) Collects all monies owed to the Chapter.
- 7) Pays all authorized expenses.
- 8) Prepares monthly and annual financial statements.
- 9) Performs the annual financial audit function with the Immediate Past President and Immediate Past Treasurer within sixty days after the end of the fiscal year and prior to the preparation of the budget. The Treasurer shall issue an audit report to the Board within 7 days of the audit.
- 10) Performs other such duties as assigned by the President.
- 11) Is authorized to co-sign Chapter checks.
- 11) Completes and submits the IRS 990 form to Headquarters each year as requested.
- 12) Transfers all Chapter materials/information to position's successor at the end of the fiscal year.

F. Membership Director

- 1) Serves as Membership Committee Chairperson and Mentor Program Chairperson.
- 2) Develops methods/strategies for increasing Chapter Membership.
- 3) Provides prospective members with the necessary information about the Chapter and ARMA International.
- 4) Sends welcome letter, membership number, and Chapter pin to new members.
- 5) Maintains active membership and mailing list database.
- 6) Provides all required database labels.
- 7) Performs such other duties as assigned by the President.
- 8) Transfers all Chapter materials/information to position's successor at the end of the fiscal year.

G. Education Director

- 1) Serves as Education Committee Chairperson.
- 2) Investigates educational courses, seminars, and new developments and techniques in records and information management and informs Chapter membership.
- 3) Acts as a liaison with Chapter Seminar Chairperson.
- 4) Maintains the Chapter library.
- 5) Coordinates various study sessions.
- 6) May act as ICRM (International Certified Records Manager) liaison.
- 7) Performs such other duties as assigned by the President.
- 8) Transfers all Chapter materials/information to position's successor at the end of the fiscal year.

H. Newsletter Director

- 1) Prepares, publishes, and distributes the monthly newsletter.
- 2) Solicits advertisements for the newsletter and website.
- 3) Performs such other duties as assigned by the President.
- 4) Transfers all Chapter materials/information to position's successor at the end of the fiscal year.

I. Publicity Director

- 1) Is responsible for Chapter public relations.
- 2) Publicizes Chapter and Association activities and events in all appropriate media.
- 3) Procures door prizes/raffle items as needed for monthly Chapter meetings.
- 4) Performs such other duties as assigned by the President.
- 5) Transfers all Chapter materials/information to position's successor at the end of the fiscal year.

J. Oregon Program Liaison

- 1) Serves on the Program Committee.
- 2) Makes all arrangements for membership meetings outside the Portland Metro area.
- 3) Presents suggested statewide programs other than Portland, speakers, meeting locations, and meeting formats to the Board for their approval.
- 4) Performs such other duties as assigned by the President.
- 5) Transfers all Chapter materials/information to position's successor at the end of the fiscal year.

K. Webmaster

- 1) Updates, revises, and publishes Chapter and ARMA related information on the Chapter's web page.
- 2) Performs such other duties as assigned by the President.
- 3) Transfers all Chapter materials/information to position's successor at the end of the fiscal year.

L. Immediate Past President

- 1) Must have served as President in a past session.
- 2) Serves as the Historian and the Nominating Committee Chairperson.
- 3) Performs such other duties as assigned by the President.
- 4) Transfers all Chapter materials/information to position's successor at the end of the fiscal year.
- 5) Performs the annual financial audit function with the Treasurer within sixty days after the end of the fiscal year and prior to the preparation of the budget.

Section 6 - Vacancy in Elected Office

- A. The Vice President/Programs shall fill a vacancy in the office of President.
- B. All other vacancies shall be filled, as appropriate, by appointment by the President with the approval of a majority of the Board of Directors.
- C. Persons appointed to fill vacancies shall be eligible for election to that office for the full number of terms designated.
- D. Duties of absent officers shall be assigned and distributed by the President among the existing Board of Directors, pending appointment of office.
- E. If any member of the Board is absent from three (3) consecutive Board meetings for causes unacceptable to the Board, a vacancy shall be considered to exist and a successor may be appointed.

Article V - Committees

- A. Committees consist of a Chairperson and include any number of members as selected by the chairperson unless otherwise prescribed. Committees are required to maintain records of their activities and report to the Board as appropriate. No person may serve for more than two consecutive terms as Chairman of the same committee. The Board may establish special committees as needed. Special committees may include, but are not limited to, Chapter of the Year, Web Page, Hospitality, and Publicity.
- B. Standing Committees:
- 1) Strategic Planning
 - a. The Board shall designate one Board Member to serve as Chairperson.
 - b. The Board shall approve any member-at-large to serve on the Committee.
 - c. Identifies long term planning goals for the Chapter.
 - d. May coordinate with the Program Committee to determine long range program planning.
 - 2) Nominating
 - a. Chaired by the Immediate Past President and includes the President and one other member approved by the Board.
 - b. Identifies qualified candidates willing to serve on the Board and interviews those available.
 - c. Presents the slate of nominees at the March meeting.
 - 3) Member-of-the-Year
 - a. The Committee shall be chaired by the most recent Member-of-the-Year and includes one Board member and one regular member.
 - b. The Committee will solicit nominations from the Chapter members.
 - c. Selection of the winner will be made by the Committee during the month of April.
 - d. The Committee Chairperson will announce the winner at the Portland May Chapter meeting.
 - 4) Program
 - a. Chaired by the Vice President/Programs and shall include the Oregon Program Liaison and may include up to two other members approved by the Board.
 - b. Assists with program planning as directed by the Vice President/Programs.
 - 5) Membership
 - a. Chaired by the Membership Director and may include up to two other members approved by the Board.
 - b. Assists with program planning as directed by the Vice President/Programs.
 - 6) Education
 - a. Chaired by the Education Director and may include up to two other members approved by the Board.
 - b. Assists with education and library issues as directed by the Education Director.
 - 7) Mentor Program
Chaired by the Membership Director and may include up to two other members approved by the Board.
 - 8) Reuben Edinger Award (literary)
Chaired by the current Newsletter Director, this award gives the means to award outstanding literary contributions to the Chapter Newsletter.
 - 9) Chapter Handbook (corporate history)
Chaired by the current President, this handbook is maintained as a Chapter historical document.
 - 10) Budget Committee
 - a. Chaired by the President.
 - b. The Vice President/Programs, Vice President/Facilities and Treasurer serve on this committee.
 - c. The proposed budget is submitted to the Board for review prior to submittal to the membership at the September membership meeting.

Article VI - Finance

Section 1 - Fiscal Year

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

Section 2 - Financial Audit

A financial audit shall be held within sixty days after the end of the fiscal year by the newly elected Treasurer, Immediate Past President and the Immediate Past Treasurer. The Treasurer shall issue an audit report to the Board within 7 days of the audit.

Section 3 – Proposed Annual Budget

The Board shall submit a proposed annual budget at the September membership meeting for membership approval. Acceptance of the budget will occur upon majority vote by the chapter members in attendance.

Section 4 - Disbursements

All Chapter checks require two signatures by authorized Board members.

Section 5 - Budget

All funds are to be expended according to the approved Chapter budget. At no time are funds to be distributed outside the approved budget without the approval of the Board.

Section 6 - Chapter Dues

- A. Membership dues for the Chapter shall be set by the Board in advance of the new fiscal year. This amount will be in addition to the amount designated by the Association.
- B. Chapter renewal of membership shall be in accordance with the Association anniversary renewal date provision.
- C. The Chapter will pay Association and Chapter renewal dues for Chapter Honorary Member(s).

Article VII - Parliamentary Authority

Roberts Rules of Order Newly Revised shall govern the proceedings of the Oregon Chapter of the Association of Records Managers and Administrators, Inc., in all cases not provided for in these Bylaws, Articles of Incorporation and ARMA International Administrative Letters.

Article VIII - Meetings

Section 1 - Regular Meetings

- A. Regular chapter membership meetings in the Portland Metropolitan area shall be held on the second Tuesday of each of the nine months commencing in September and ending in May, unless otherwise changed by the Board.
- B. Regular chapter membership meetings outside the Portland Metropolitan area shall be held quarterly unless changed by the Board.

Section 2 – Board Meetings

- A. Chapter Board meetings are held monthly. A quorum of six (6) members of the Board is necessary to transact Chapter business. Meetings can be held without a quorum; however, the attending Board members have no voting power without a quorum.
- B. If any member of the Board is absent from three (3) consecutive Board meetings for causes unacceptable to the Board, a vacancy shall be considered to exist and a successor may be appointed.

Section 3 - Transition Meeting(s)

Transition meeting(s) for the Board will be held after the election of new Officers to facilitate transition between the current Board and the newly elected Board. The newly elected Officers will be invited to the May and June Board meetings to facilitate transition between the current Board and the newly elected Board.

Section 4 - Special Meetings

Special Board meetings may be called by the President or any three Board members when appropriate. Board members will be given an appropriate agenda and as much notice as possible via telephone, e-mail or letter in such circumstance.

Section 5 – Annual Meeting

An annual meeting will be held in May of each year, in conjunction with the May Chapter meeting.

Section 6 – Electronic Voting

If there is an issue requiring immediate attention that cannot wait until the next regular Board meeting, the President may send electronic communication to all board members, requesting that votes be cast electronically. The Secretary shall record the results of the voting in the Chapter minutes.

Article IX - Amendments

Section 1 - Review

The Region Manager and ARMA International shall review any revisions and/or amendments to chapter bylaws, prior to adoption, to ensure that the proposed revisions do not conflict with ARMA International policy.

Section 2 - Requirements

- A. The Chapter Board must approve amendments to the Bylaws. Upon approval from Region, ARMA International, and the Chapter Board, the Secretary submits the proposed amendment in writing to the entire membership at least one week prior to voting.
- B. Approval of the membership by simple majority is required for adopting any proposed changes to the Bylaws.

Article X - Dissolution

Upon dissolution of the Chapter, all of its assets shall be paid over or transferred to the Region treasury in accordance with ARMA Administrative Letter (AL) 133.

Article XI – Indemnification of Directors and Officers

The Chapter shall indemnify any director or officer or former director or officer of the Chapter, or any person who may have served at its request, against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted or neglected by him or her as such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or intentional misconduct in the performance of duty.