

**BYLAWS of the BOISE VALLEY CHAPTER – ARMA, INC.**  
of

**ARMA International**

**ARTICLE I - NAME**

The local chapter shall be known as BOISE VALLEY CHAPTER of ARMA International, herein referred to as the Chapter. ARMA International is also herein referred to as the Association.

**ARTICLE II - OBJECTIVES**

The objectives of this non-profit, educational organization 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 field of Records and Information Management;
3. To develop and advance standards of professional competence in the field of Records and Information Management.

**ARTICLE III - MEMBERSHIP**

**Section 1 - CLASSES OF MEMBERSHIP**

Every individual who has a desire to learn and share information in the field of Records and Information Management is eligible to enroll for membership in the Chapter and to the Association.

A. Professional

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

B. Honorary

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

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, Boise Valley Chapter elections, holding Chapter office or receiving the printed version of the Association's professional magazine.

## Section 2 – REQUIREMENTS

The requirements of each of the various classes of membership and the process for application, in addition to those contained within these bylaws and the bylaws of ARMA International, shall be established and published by the ARMA Board of Directors. Membership in ARMA or the Boise Valley Chapter shall not be denied or abridged on account of race, color, religion, sex, age, national origin, disability, sexual orientation, or choice of lifestyle.

## 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, the Association 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 the Association, the Chapter, and complies with the provisions and obligations of the Articles of Incorporation and the Bylaws.

## Section 5 - APPLICATIONS

Applications for membership (Professional or Associate) shall be made in writing on forms furnished by the Association 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 the Association 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 reinstatement upon full payment of annual Association and Chapter dues.

## Section 7 - CENSURE, SUSPENSION OR EXPULSION

Any member may be censured or suspended for good cause by a majority vote of the Board of Directors of the Chapter 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 for good cause by a majority vote of the Board of Directors of the Chapter 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 the Association or the Chapter, and indebtedness to the Association 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.

A. Suspension from the Chapter

Any member whose conduct shall be considered detrimental to the best interest of the Chapter or who shall willfully exploit the organization for personal gain or otherwise violate the Bylaws or other rules and regulations, may be suspended by a majority vote of the Board of Directors of the Chapter. When such action is contemplated in the case of any member, he/she shall be entitled to receive specific charges in writing from the Board of Directors and shall, if so desired, be afforded an opportunity for a hearing before the Board of Directors or a special committee appointed by the President for this purpose. If a member so suspended is not restored to active status within 90 days from date of suspension, his/her membership shall be terminated. The Association shall be notified immediately of this action.

Section 8 - OBLIGATIONS

Each member shall be encouraged to show a continuing interest in the Chapter by attending or being represented by a member of his/her firm at Chapter meetings; and/or by serving on at least one standing committee, by accepting appointment to special interim committees, and by participating in other Chapter activities.

Section 9 - PRIVILEGES

Each full chapter member shall have the privilege of participating in all activities of the Chapter, shall be entitled to receive any printed material and to have access to resources of Records Management information that may be available through the Chapter. Each member shall have the privilege of inviting guests to attend Chapter meetings or activities.

Section 10 - TERMINATION AND REINSTATEMENT OF MEMBERSHIP

A. Resignations

A member may resign at any time upon submitting written notification to the Board of Directors of the Chapter.

B. Delinquency

All members will receive an annual dues statement from the Association. Members whose membership has lapsed will be contacted by the Chapter, and if dues are not paid within 30 calendar days of notification from the Association, membership shall be considered non-renewed by the Chapter.

C. Reinstatement - Restoration of Membership

- (1) Any member terminated shall be eligible to apply for reinstatement by submitting a completed application to the Association. (See Article III, Section 5 - Applications).
- (2) Any member suspended shall be eligible to apply to have his/her membership restored to active status by submitting a written request to the Board of Directors for action.
- (3) Application for restoration or reinstatement of membership must be approved by a majority vote of the Board of Directors.

D. Any member who resigns or is terminated for any reason shall not be entitled to a refund of dues paid.

Section 11 - REDESIGNATION OF MEMBERSHIP WITHIN THE CHAPTER

A. Membership may be redesignated from one person to another according to the current Association policies for redesignating membership.

B. Associate and Honorary memberships cannot be redesignated.

**ARTICLE IV – OFFICERS AND DIRECTORS**

Section 1 - CHAPTER OFFICERS AND DIRECTORS

Elected officers of the Chapter shall be the Vice President, Secretary, and Treasurer. The officers and directors shall be elected at the Annual Meeting.

Section 2 - QUALIFICATIONS

All officers and directors must be professional members in good standing of the Association and the Chapter.

Section 3 – TERMS OF OFFICE

- (1) Officers shall take office as of July 1 following the election and shall hold office through June 30 of the following year or until their successors are elected and have assumed duties;

- (2) The Secretary and Treasurer shall be elected for a one-year term;
- (3) The Vice President position shall be a three-year commitment. At the end of the Vice President's term, he/she automatically becomes President, followed by Immediate Past President;
- (4) No elected officer shall be eligible to serve for more than two consecutive terms in the same office;
- (5) An officer who has served for more than half a term shall be considered to have served a full term.
- (6) Each director shall serve for a two-year term. Directors shall take office as of July 1 and shall hold office through June 30 of the second year.

#### Section 4 - VACANCIES

In case of a vacancy in the office of President, the Vice President shall succeed to office. When a vacancy occurs in any other office or among the directors, the President shall appoint a member, upon his/her consent, to serve for the unexpired term with the approval of a majority vote of the Board of Directors. If any officer or director is absent from two consecutive Board of Directors meetings, for causes unacceptable to the Board of Directors, a vacancy shall be considered to exist and a successor appointed.

#### Section 5 - RESTRICTIONS

No two or more Chapter Officers shall be employed by the same company or an individual governmental agency (City, State, or Federal).

#### Section 6 - DUTIES OF CHAPTER OFFICERS AND DIRECTORS

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 the Association.

##### A. President

The President shall be the chief executive officer of the Chapter and shall exercise general supervision over the affairs of the Chapter; be responsible for the enforcement of the Bylaws and all directives of the Board of Directors; preside at all meetings of the Chapter and of the Board of Directors; appoint, with the approval of a majority vote of the Board of Directors, all standing Committee Chairmen; serve as ex-officio member of all standing committees except Nominating; keep the Board of Directors fully informed of the activities of the Chapter; deliver to his/her successor in office all books, papers, records, and other property of the Chapter for which he/she is or may become responsible no later than July 1, notify

the Chapter Treasurer in writing of members terminating, furnishing dates and cause of termination; and perform all other duties incident to this office. The President or designated officer shall sign for the annual renewal of Incorporation documents to the Secretary of State.

#### B. Vice President

The Vice President shall assume all of the duties of the President during his/her absence or disability, assist the President with his/her duties, have primary responsibility for scheduling the monthly Chapter meetings, arranging for meeting programs, locations and meals, serve as an ex-officio member of and be responsible for coordinating the activities of all special committees; perform such other Chapter duties as may be assigned by the President and/or the Board of Directors; and shall assume the office of President at the end of his/her term as Vice President.

#### C. Secretary

The Secretary, the official custodian of all records of the Chapter, including the Chapter charter, shall keep a record of all meetings of the Board of Directors and meetings of the Chapter membership; distribute to the Board of Directors copies of the record of proceedings of all meetings; be responsible for preparing and distributing notices of all special and emergency meetings; handle correspondence as directed by the President and/or Board of Directors; and perform such other duties as provided in the Bylaws or as may be assigned by the President and/or Board of Directors.

#### D. Treasurer

The Treasurer shall be the custodian of all funds of the Chapter; receive all membership dues and other payments to which the Chapter is entitled; disburse funds of the Chapter only on the approval by the Board of Directors; deposit all funds in the name of the Chapter only on approval by the Board of Directors; provide budgets and statements of the financial condition of the Chapter at the close of each fiscal year and at such other reasonable times as the Board of Directors may require and, at the end of his/her term, turn over all financial records of the Chapter to the incoming President. All checks shall require the signature of the Treasurer and one other officer;

Prepare State/Federal tax information and submit reports as required by the Association.

#### E. Immediate Past President

The Immediate Past President is a member of the Board of Directors with full voting rights. He/she shall preside over the Nominating Committee and be responsible for the interpretation, maintenance, and updating of the Chapter Bylaws.

#### F. Directors

1. All directors must be members in good standing.
2. There shall be four directors elected to serve on the Board of Directors. Two directors shall be elected each year by the Chapter membership.
3. Directors shall volunteer for or be appointed to committees each year.

#### Section 7 - REMOVAL

- A. Any Chapter officer whose conduct shall be considered detrimental to the best interest of the Association or the Chapter, or who shall willfully exploit the organization for personal gain or otherwise violate the Bylaws, or other rules or regulations as they are written, 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. Any Officer removed from office under this section shall be ineligible for election to any office for at least one term.

### ARTICLE V - ELECTION PROCEDURES

Each year at the mandatory Annual Meeting, the Chapter members in good standing shall elect the Secretary and Treasurer for terms according to the Bylaws, Article IV, Section 3(2), the Vice President for a term according to the Bylaws, Article IV, Section 3(3), and two directors for a term according to the Bylaws, Article IV, Section 3(6) .

#### Section 1 - NOMINATING PROCEDURES

- A. The Nominating Committee shall prepare a slate of at least one nominee for each elective office to be filled and shall present a slate to the Board of Directors at the Board of Directors meeting during the month prior to the Annual Meeting.
- B. The notice of the Annual Meeting distributed to Chapter members will include the slate of nominees for elected offices.
- C. At the Annual Meeting, the presiding officer shall repeat the slate of nominees and solicit nominations from the floor for each office prior to the election.

#### Section 2 - ELECTION PROCEDURES

- A. Voting shall be by Chapter members in good standing and present at the Annual Meeting.
- B. Voting will be by acclamation when there is only one nominee for a particular office.

C. Voting shall be by written ballot prepared by the Secretary when there is more than one nominee for a particular office or if nominations are made from the floor. Such ballots shall contain only necessary instructions for proper completion, the names of the nominees and spaces for write-in candidates for each office. There will be no individual voter identification on any ballot.

- (1) All ballots, to be valid, will be handed to the Chairman of the Nominating Committee or his/her designees at the conclusion of balloting for each office to be filled.
- (2) Any candidate who receives a majority of votes on any ballot shall be declared elected.
- (3) If no candidate receives a majority of votes on the first ballot, a second ballot shall be taken on the candidates who received the highest number of votes, up to twice as many candidates as there are positions to be filled.
- (4) The Chairman of the Nominating Committee or his/her designees shall tabulate the ballots cast and shall report the results to the presiding officer who shall announce the results to the membership.
- (5) The Nominating Committee Chairman or his/her designee shall destroy the ballots at the conclusion of the elections.

## ARTICLE VI - MEETINGS

### Section 1- CHAPTER MEMBERSHIP MEETINGS

Unless otherwise ordered by the Board of Directors, Chapter Membership meetings shall be held on a predetermined weekday determined by the Board of Directors for no less than nine months each fiscal year.

### Section 2 - ANNUAL MEETING

The Annual Meeting for the election of officers and directors shall be held at a regular Chapter meeting to be determined by the Board of Directors. A notice of the Annual Meeting will be sent to each Chapter member in good standing not less than ten days prior to the meeting.

### Section 3- 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 Chapter members in good standing. Notice of such Special Meeting shall be sent by the Secretary to all Chapter Members in good standing at least five days prior to the date fixed for such Special Meeting, and such notice shall be accompanied by an agenda of the Special Meeting.

### Section 4- QUORUM



A quorum must be present to conduct business coming before the Chapter membership at its Annual Meeting, Special Meetings, or Emergency Meetings. The quorum shall consist of twenty percent of the Chapter members in good standing. No voting by proxy shall be permitted.

#### Section 5 - SUSPENSION OF RULES OF ORDER

Any Rule of Order may be suspended temporarily by a majority vote of members present at any meeting, provided that the proposal is not in conflict with Chapter Bylaws or Roberts Rules of Order, Newly Revised.

The Board of Directors reserves the right to suspend section(s) of the bylaws for the continuity of the chapter.

### ARTICLE VII – BOARD OF DIRECTORS

#### Section 1 - GOVERNING BODY

The governing body of the Chapter shall be known and referred to as the Board of Directors. It shall consist of five officers [President, Vice President, Secretary, Treasurer, and Immediate Past President] and four directors.

#### Section 2 – DUTIES

The management of the Chapter, its affairs, meetings, and property shall be vested in said Board of Directors who shall have power to:

- (1) Approve appointed officers;
- (2) Remove elected officer(s) or director(s) for cause;
- (3) Suspend any member for cause after said member has been duly notified of the reasons for such action and has had an opportunity to appear before the Board of Directors;
- (4) Remove any committee chairman for cause;
- (5) Reinstate any member terminated;
- (6) Approve all cash disbursements;
- (7) Perform such other duties as voted upon by the membership;
- (8) Perform other applicable Chapter duties as may be requested by the Chapter President.

#### Section 3- BOARD OF DIRECTORS MEETINGS

- A. The business matters of the Chapter shall be conducted at the Board of Directors meetings. These will be open meetings where all members are encouraged to attend. All members will be informed of these meetings, along with the regular Chapter meeting notice. Unless otherwise notified, the Board of Directors shall meet just prior to or immediately after the regular Chapter meetings.
- B. Special Meetings of the Board of Directors may be called by the President or any two members of the Board of Directors.
- C. With majority approval of the Board, telephone conference calls and email may be used to expedite routine matters such as approving expenditure of funds outside the budget or issues with time constraints that would not be met otherwise. Minutes of these electronic communications shall be recorded and reported to the membership. As with any meeting, a quorum of the Board shall be present.
- D. 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 simple majority of the members of the Board of Directors. No voting by proxy shall be permitted.

## ARTICLE VIII- FINANCES

### Section 1 – FISCAL YEAR

The fiscal year of the Chapter shall be July 1 - June 30 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.

### Section 3 – CHAPTER MEMBERSHIP ANNUAL DUES

#### A. Chapter 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.

#### B. Chapter Honorary Membership Dues

Honorary members who have elected Chapter membership only, shall not be eligible for elective office, have voting rights or pay annual dues. They shall be entitled to all other rights and benefits of a full Chapter membership.

C. Associate Membership Dues

Associate membership dues for Chapter membership shall be one half of the Regular Chapter dues.

**ARTICLE IX - COMMITTEES**

Section 1 – STANDING COMMITTEES

The President, with approval by a majority vote of the Board of Directors, shall name the Chairman of each Standing Committee. These Standing Committees shall be:

Awards	Membership
Budget and Finance	Newsletter
Conference	Nominating
Education	Program
Library	Publicity

Section 2 – DUTIES OF THE COMMITTEES

A. Awards Committee

The Awards Committee shall maintain records pertinent to the Chapter members' activities and participation, and to Chapter activities; shall prepare and present awards to Chapter members at least on an annual basis; shall present awards received through the Association; shall coordinate the selection of Chapter Member-of-the-Year and report name to ARMA International Headquarters; if deemed appropriate, shall prepare and submit to ARMA International Headquarters application for Chapter-of-the-Year award. The amount, type, kind, or style of gift or presentation shall be determined by ARMA and/or the Chapter Board of Directors.

B. Budget and Finance Committee

The Budget and Finance Committee shall prepare a budget for each fiscal year, with the assistance of the Treasurer, for presentation to the Board of Directors; advise the President and Board of Directors on financial matters concerning the Chapter; arrange for an audit of the books of the Treasurer annually as of June 30, and present a report, including Form 990, to the Board of Directors prior to the September general membership meeting; and advise the President and Board of Directors with respect to the disposition of surplus funds.

C. Conference Committee

The Conference Committee shall be responsible for arranging and administrating the Chapter's Annual Conference. The Conference Committee will report regularly to the Board of Directors on the progress of the conference.

D. Education Committee

The Education Committee shall institute, develop, and supervise training courses for Chapter members and the public; plan conduct, maintain records on and report to the Board of Directors on research and related projects conducive to the professional development and advancement of this Chapter and the Association; inform Chapter members of progress and results on projects; maintain liaison with ARMA International Professional Development and Education Committee Chairman for needed information on local or national levels; and submitting to ARMA committee chairman the results of projects completed in this Chapter.

The Education Committee shall develop, recommend, and implement ways and means to promote Records and Information Management as a distinct profession; encourage colleges and universities to include Records and Information Management courses of study in their curriculum; and encourage persons presently engaged in this profession to broaden their scope and knowledge in the field of Records and Information Management.

#### E. Library Committee

The Library Committee shall maintain current publications, which may include the association's Information Management publication, standards, guidelines and records management books; shall provide access of all materials to the Chapter membership; shall maintain inventory to Chapter archives and provide access to Chapter membership on an as-needed basis; shall maintain the Chapter records retention schedule; and shall prepare and submit for approval to the Board of Directors a records destruction review for outdated records.

#### F. Membership Committee

The Membership Committee shall develop, recommend and implement ways and means to recruit qualified new members; maintain membership standards as set forth in the Bylaws; assemble all material for new members' kits and present them to new members as directed by the President; welcome guests and new members at each function and present them with identification badges; provide the Secretary and Awards Chairman with an attendance record of members and guests at all official functions; and provide the Treasurer with a list of members attending to whom invoices should be sent and the total number of persons attending.

#### G. Newsletter Committee

The Newsletter Committee shall compile, edit, publish, and mail the Chapter newsletter according to schedule, as well as special notices when required.

#### H. Nominating Committee

The Nominating Committee shall consist of the Immediate Past President, who shall be Chairman, and non-board full Chapter members in good standing appointed by the Chairman.

This committee shall secure nominations for officers and directors, prepare a slate of at least one nominee for each elective office to be filled (all nominees must have agreed to serve, if elected,

and have the consent of their employer to devote the required time to fulfill their functions) and present such slate to the Board of Directors prior to the election of officers at the Annual Meeting. Nominating Committee Chairman shall notify all members of the slate of nominees for each elective office to be filled each year as submitted by the Nominating Committee.

#### I. Program Committee

The Program Committee chaired by the Vice President, shall plan and feature programs consistent with the objectives and in the best interest of the Chapter and shall schedule and arrange for such programs at least six months in advance, including place of meeting.

Submit to the Newsletter Editor the time, place, title, topic and any significant arrangement details of each program scheduled.

Send advance reminder notices to each speaker, determine the special equipment needs of the speaker and secure same, and send a letter of appreciation to the speaker(s) on behalf of the Chapter after each program.

#### J. Publicity Committee

The Publicity Committee shall provide and maintain a suitable publicity and public relations program consistent with the objectives and in the best interest of the Chapter and the Association; prepare and issue press releases; supervise and handle public relation assignments pertinent to official activities of the Association, the Chapter or its individual members using radio, TV, printed publication and other media as directed by the Board of Directors; and maintain public relations contact with members of the press, interested business organizations and school administrators.

### Section 3 - SPECIAL COMMITTEES

Unless otherwise provided in the Bylaws, Special Committees and their Chairmen shall be appointed by the President and/or the Board of Directors when deemed necessary.

### ARTICLE X - HEADQUARTERS

The headquarters of the Chapter shall be located at the address designated by the Board of Directors.

### ARTICLE XI – 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 thereunder, as both now exist or may hereafter be amended. These assets are to be paid over or transferred to the Association as prescribed in its Policies.

### ARTICLE XII - 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 the Association's Policies and Procedures.

### ARTICLE XIII - AMENDMENTS

#### Section 1 - BYLAWS

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

The results of the review shall be communicated by the Region Manager to the Chapter President. The Chapter President shall ensure that a current copy of the approved Articles of Incorporation (if incorporated) and Chapter Bylaws are on file at ARMA International Headquarters.

The Chapter President shall review, in detail, changes to the Association's Bylaws, as issued, to ensure that Chapter Bylaws are not in conflict. Revisions or amendments to the Bylaws of ARMA International will be reflected in updated versions of Administrative Letters 101.

Within thirty days following the Board of Directors Meeting at which any such proposal is made, the Secretary shall mail to each member in good standing a Notice of Proposal together with a pre-addressed return envelope and an official ballot stating the proposed Amendment/Revision. Each member will complete and mail his/her ballot in the pre-addressed return envelope provided directly to the Secretary of the Board of Directors. The Secretary shall tabulate the valid votes and certify the results to the Board of Directors within five days following the date provided herein for ballots to be received.

The Bylaws shall be amended by an affirmative vote of a majority of the valid votes received by the Secretary.

Changes or revisions to these Bylaws shall be effective the date certification of balloting results is made by the Secretary.

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Original -1981

Revision-1992

Revision-2008

Revision, effective \_\_\_\_\_, 2013