

# **Bylaws of the Milwaukee Chapter of ARMA International**

## **ARTICLE I – Name**

*ARMA-Milwaukee Chapter, Inc.*

## **ARTICLE II –Members**

### **Section 1 – Classes of Membership**

A. Professional:

A duly qualified individual in good standing with the Association entitled to full voting and other 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, Milwaukee Chapter elections, holding Chapter office or receiving the printed version of the Association's professional magazine.

### **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 International, shall be established and published by the ARMA International Board of Directors. Membership in ARMA 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 employee, manager, supervisor, educator, student, vendor, or anyone 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 and the Milwaukee Chapter, and who 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**

Members whose dues have not reached ARMA International or the Chapter within one calendar month following the expiration date of membership shall be considered non-renewed.

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 has 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 III – Officers and Their Duties**

## **Section 1 – Officers**

The officers of the chapter shall be a President, Immediate Past President, Vice President, Secretary, and Treasurer. Other (elected or appointed) positions may include but are not limited to Programs, Membership, and Members at Large.

## **Section 2 – Qualifications**

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

## **Section 3 – Nomination and Election**

1. At least thirty (30) days prior to June 30th of the year, the Chapter shall hold elections for the coming year's officers. The Immediate Past President, Secretary or their designee shall prepare and distribute ballots, based on the approved slate to all members in good standing of the Chapter.
2. The Immediate Past President, Secretary or their designee shall count all ballots. The nominees receiving the majority of votes on the ballots returned shall be declared elected.

3. Prior to the last yearly meeting, the Immediate Past President, Secretary or their designee shall report the outcome of the election to the current President and notify each nominee as to whether or not they have been elected.
  4. The Immediate Past President, President or their designee shall declare the election results to the Chapter membership at the last yearly meeting and/or shall communicate the results to all members in a manner sufficient and consistent with the normal form of communication to members. Results shall also be posted on the chapter's website.
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#### **Section 4 – Term of Office**

All officers shall assume office July 1. They shall serve for a term of 1 year or until their successors are elected and have assumed duties. No officer except the Secretary or Treasurer shall serve more than 2 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 – Vacancies**

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

#### **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:**

1. Preside at all meetings of the Board of Directors and of the members.
2. Appoint the chairmen of all standing committees with the approval of the Board of Directors.
3. Appoint all special committees.
4. Be an ex-officio member of all committees except the nominating and Chapter Member or Chapter Leader of the year committees.
5. Preserve all archival information belonging to the chapter.
6. Other assigned duties

##### **B. Vice-President. The Vice-President 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.
3. Other assigned duties.

C. Secretary. The Secretary shall:

1. Record the 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.
2. Preserve books and papers belonging to the chapter.
3. Conduct the official correspondence of the chapter.
4. Other assigned duties.

D. Treasurer. The Treasurer shall:

1. Have custody of all of the funds of the chapter, which shall be deposited in a federally insured institution.
2. Keep a full and accurate account of receipts and expenditures.
3. Make disbursements as authorized in accordance with the budget adopted by the chapter.
4. Present a report at all meetings of the Board of Directors.
5. 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.
6. Submit reports as required by ARMA International.

## **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. Any Officer removed from office under this section shall be ineligible for election to any office for at least one term.

## **Article IV – Meetings**

### **Section 1 – Regular Meetings**

Regular meetings of the members shall be held. The dates and arrangements for these meetings shall be determined annually by the Board of Directors at their first meeting held following July 1. If/when necessary, a meeting may be cancelled by the President.

### **Section 2 – Special Meetings**

Special meetings may be called by the President or by a majority of the Board of Directors. One day or 24 hours' notice of the meeting shall be given.

## Article V – 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.

### 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. The Board of Directors shall meet at least 9 times annually, the dates and time to be decided at its first meeting.
- B. A majority of the Board of Directors shall constitute a quorum.
- C. Special meetings of the Board of Directors may be called by the President or by a majority of its members. One day or 24 hours' notice shall be given.
- D. If/when necessary, a meeting may be cancelled by the President.

## Article VI – Finances

### Section 1 – Fiscal Year

The fiscal year of the Chapter shall begin on July 1<sup>st</sup> and end June 30<sup>th</sup> 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 1<sup>st</sup>.

### Section 3 – Annual Report

The chapter's Annual Report shall be completed in a reasonable amount of time after the close of the chapter's year and the Annual Report shall be posted to the chapter's website.

## Article VII – 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.

**Nominating Committee:** Immediate Past President is the only member of this committee

**Chapter Member or Chapter Leader of the Year Awards Committee:** Past 3 year Chapter Member of the Year will make up this committee

### 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 and Chapter Member or Chapter Leader of the Year committees.

## **Article VIII – 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 IX – 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 X – Amendment**

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

**END**