

GREATER CHATTANOOGA AREA CHAPTER
ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATORS, INC.
BYLAWS

ARTICLE I - NAME

This not-for-profit organization shall be known as the Greater Chattanooga Area Chapter, Association of Records Managers and Administrators, Inc.

ARTICLE II – MISSION

The mission of this Chapter is to provide education, research, and networking opportunities to information professionals, to enable them to use their skills and experience to leverage the value of records, information, and knowledge as corporate assets and as contributors to organizational success.

ARTICLE III – MEMBERS

Section 1. Classes

The Greater Chattanooga Area Chapter shall have the following classes of members:

- A. Regular. 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 International's Board of Directors.
- C. Student. Any enrolled full time post-secondary student. Student membership does not convey the privileges of voting in ARMA International or Chapter elections or holding 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 or Chapter election, holding office, or receiving *The Information Management Journal*.

Section 2. Requirements

The requirements for each of the various classes memberships, and the processes for application, in addition to those contained in these Bylaws, shall be established and published by the ARMA International Board of Directors. Membership in the Association or in this Chapter shall not be denied

nor abridged on account of race, color, religion, sex, 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, subject to provision of Sec. 5 of this ARTICLE.

Section 4. Good Standing

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

Section 5. 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 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 have occurred. Conduct unbecoming a member, conduct unfavorable to the welfare of ARMA International or this Chapter, and indebtedness to ARMA International or this Chapter, shall be causes for such disciplinary action. When such action is contemplated, the Board of Directors, 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. The matter of a refund or rebate of dues paid to a suspended or expelled member shall be at the discretion of the Board of Directors.

Section 6. Application for Membership

Any individual in accord with the express purpose of the Chapter and meeting the requirements of Article I Section 2 of the Bylaws, shall be eligible to apply to the Membership Committee for membership. Application for membership shall be made in writing using forms furnished by the Association for this purpose. While such applications may be received by any member of the Chapter, they are to be submitted the Chapter Membership Committee for action. The Membership Committee shall present all applications to the Board of Directors with a recommendation for acceptance or rejection. Members of this Chapter must also become a member of the Association.

Section 7. Admission to Membership

Each application for membership must be approved by a majority of the Board of Directors.

Section 8. Resignation

Any member may resign at any time, but such resignation shall not become effective until accepted by the Board of Directors and shall not relieve the resigning individual from the dues of the current year, nor entitle him/her to a rebate of dues paid.

Section 9. Obligation and Privileges of Members

- Obligations. Each member has an obligation of showing continued interest in the Association by participating in its activities and by attending a reasonable number of Chapter meetings in any one year.
- Privileges. Each member shall have the privilege of participating in all activities of the Association, shall be entitled to receive any printed material from both the Association and the Greater Chattanooga Area Chapter, and shall have access to all sources of available knowledge on Records and Information Management. Each member shall have the privilege of inviting guests to attend regular meetings.

ARTICLE IV – FINANCES

Section 1. Fiscal Year

The Fiscal Year of the Chapter shall begin July 1 and end June 30 of the following calendar year.

Section 2. Chapter Dues

- Chapter membership dues and fees shall be set at the discretion of the Chapter Board of Directors.
- The Chapter dues structure must provide for the payment of ARMA International dues to ARMA International Headquarters.
- Honorary Members. There are no dues for honorary members.
- Regular, Retired or Renewal Membership. Local Chapter dues for regular, retired, or renewal membership shall be an amount established by the ARMA Association Board.

Section 3. Delinquency and Reinstatement

- Members whose dues have not reached ARMA International Headquarters within ninety (90) days following the expiration of their membership shall be considered delinquent and automatically dropped from the Chapter membership.
- The Treasurer shall submit completed applications with annual dues to ARMA International.

ARTICLE V – ORGANIZATION

Section 1. Officers

The officers shall be the Chairman of the Board, President, Vice President of Programs, Vice President of Membership, Secretary, and Treasurer. All officers shall have voting powers and be members of the Board of Directors. The officers (except the Chairman of the Board) are to be elected by plurality vote of the members present and voting at the annual business meeting and shall hold office from the date of their installation or until their successors take office. The President shall be elected annually. The Vice-President of Programs shall be elected for a two-year term in even years. The Vice President of Membership, the Secretary, and the Treasurer shall be elected in odd years. Officers shall be eligible for re-election.

Section 2. Board of Directors

The Board of Directors shall consist of the officers provided for in Article V, Section 1, of the Bylaws and four directors with voting powers. Two directors shall be elected in even-numbered years, and two directors in odd-numbered years by plurality vote of the members present and voting at the annual business meeting. The elected directors shall hold office for two years from the date of their installation at the business meeting or until their successors take office. The retiring president shall become the Chairman of the Board of Directors with voting power and will serve during the ensuing year or until such time he/she shall be replaced by the next retiring president.

Section 3. Duties of the Chairman of the Board

The Chairman of the Board of Directors shall act in both an advisory and voting capacity and shall counsel with the assistance of the President and Board on all matters of policy and procedure concerning the Chapter affairs. The Chairman shall assume the duties of the President during the absence of both the President and Vice presidents. Calling of special Board Meetings shall be at the discretion of the Chairman of the Board.

Section 4. Duties of the President

The President shall reside at all meetings of the Chapter and the Board of Directors. The President shall have the power to appoint and remove chairmen and approve members of all committees, supervising the activities of each to assure their responsibilities are carried out. The President shall be the Executive Head of the Chapter, and shall exercise general supervision over its affairs. The President shall be responsible for the enforcement of the Articles, Bylaws, and all directives of the Board of Directors. The President shall keep the Board of directors fully informed of the activities of the Chapter. The President shall be the official custodian of all Chapter records, documents, and property and deliver to his/her successor in office all records, documents, and other property of the Chapter for which he/she is or may become responsible.

Section 5. Duties of the Vice President of Programs

The Vice President of Programs shall be the chairperson of the Program Committee, coordinating monthly programs, including contacting speakers and making all other necessary arrangements required for specific meetings; working with the Secretary and /or Newsletter Editor to distribute information in the monthly newsletter; and shall have such powers and duties as the President and /or Board of Directors shall delegate. The Vice President of Programs shall also assume the duties of the President during the President's absence.

Section 6. Duties of the Vice President of Membership

The Vice President of Membership shall be the chairperson of the Membership Committee, maintaining the official list of membership; receiving membership applications from new members and pass these on to the Treasurer for action; notifying ARMA International of all changes in membership, including change of address and job reclassification; coordinating all activities of the Membership committee; and shall have such powers and duties that the President and/or Board of Directors shall delegate. The Membership Committee shall make available ARMA informational materials for distribution at monthly meetings; solicit and promote favorable publicity for the Chapter and its meetings through printed publications, radio, television and other media; and submit news items for publication in the Chapter newsletter.

Section 7. Duties of the Treasurer

The Treasurer shall receive and disburse funds of the Chapter; shall keep and preserve proper books of accounts which shall be open to the Board of Directors for inspection at all times and which books shall be subject to audit at any time by the Auditing Committee appointed by the President; and shall prepare a Chapter budget for approval by the Board of Directors. The funds of the Chapter shall be kept in the name of the Chapter in a financial institution approved by the Board of Directors. Chapter funds shall be disbursed only on vouchers/receipts approved by the Chairman, President or Vice President and the Chapter member in charge of the activity. Expenditures of fifty dollars (\$50.00) or less may be made directly by the Treasurer without prior approval by a majority of the Board. Expenditures greater than fifty dollars (\$50.00) must be approved by a majority vote of the Board. The Treasurer shall submit completed membership applications with the annual dues to ARMA International. All checks must be signed by the Treasurer. The Treasurer shall keep a roster of members and may authorize the Secretary to perform any duties delegated to the Treasurer in the event of his/her inability to act. The annual report shall include a statement of receipts and disbursements ending at the time of the meeting. The Treasurer shall submit a report of receipts and disbursements, and the balance on hand each month to officers and directors.

Section 8. Duties of the Secretary

The Secretary shall keep a record of all Board of Directors meetings, keep minutes from the meetings of the Board of Directors, handle necessary correspondence arising from the work of committees, and perform other such duties as may be assigned by the Board of Directors and/or President. He/she serves as the official custodian of all Chapter records, including the Chapter Charter. The Secretary serves as the Chapter Historian. The Secretary may perform any duties of the Treasurer during the absence of the latter or in the event of his/her inability to act.

Section 9. Duties of the Board of Directors

The control and management of the Greater Chattanooga Area Chapter of ARMA, its affairs, meetings, and property shall be vested in the Board of Directors. The Board of Directors shall have the power to approve new members in accordance with ARTICLE III, Section 7; censure, suspend or expulse any member will be in accordance with provisions of ARTICLE III Section 5 of the chapter Bylaws. The Board has the power to drop any member delinquent in paying dues; to reinstate any member dropped; to remove any appointive officer or member with just cause; and to perform any and all duties properly delegated to a Board of Directors.

Section 10. Appointive Offices

Appointed committees shall have such powers and duties as the President and/or Board of Directors may delegate to them.

Section 11. Restrictions

The Chairman of the Board, President, and either Vice President shall not be employed by the same firm or division of an agency.

Section 12. Vacancies

Vacancies occurring in any office or on the Board of Directors shall be filled by presidential appointment for the un-expired term and shall be confirmed by a majority vote of the Board of Directors. If any officer or director is absent from two or more consecutive meetings for causes unacceptable to the Board, a vacancy shall be considered to exist and a successor appointed.

Section 13. Elections

All Chapter members in good standing are eligible to vote in the election for Chapter Officers and Directors. An election ballot will be mailed with the May issue of the Chapter newsletter. The ballot will list the names of the official nominee for each vacant office. The ballot may be returned by mail to the Chairperson of the Tellers Committee or may be brought to the May meeting. Ballots will be collected and counted by the Tellers Committee and the winners announced by the President or Chairperson. Ballots received after the May meeting will be invalid and not counted.

ARTICLE VI – COMMITTEES

Section 1. Standing Committees

The Chapter shall maintain designated standing committees. The President shall appoint the chairperson of each committee except for the Program Committee Chairperson and the Membership Committee Chairperson who shall be the Vice President as provided in ARTICLE V, Sections 5 and 6 of the Bylaws. The committee chairpersons shall serve one year from the date of appointment to office. Committee members shall be chosen by the chairperson with the approval of the President.

A. Newsletter Committee:

- Function as editor and publisher of the Greater Chattanooga Area Chapter newsletter.
- Perform the various facets of newsletter production including soliciting articles, notices, photographs, and other Chapter and association information; editing and preparing and formatting the newsletter; and assuring its publication and distribution to all parties on the Chapter's mailing list.
- Take photographs at all Chapter meetings and functions; maintain the Chapter scrapbook and make photos available for publication in the newsletter, region newsletter, chapter public relations program, etc.

B. Awards Committee:

- This committee shall consist of the three (3) eligible Past Presidents, with the most recent past president serving as Chairperson. In the absence of three (3) eligible Past Presidents, the Board of Directors shall appoint up to three (3) members to make up the deficit. Other than the Immediate Past President(s), no member of the Board of Directors shall serve on this committee.
- Nominate the following:
 1. Member to receive the Annual Chapter Member of the Year award
 2. Members to receive special awards
- Submit the nominations to the President who, in turn will submit them to the Board of Directors for approval.
- Recognize these individuals and present their awards at the June meeting.

C. Chapter Directory and Printing Committee

- Collect information, prepare, edit, and publish the Chapter's annual directory.
- Include in the directory a listing of all Chapter members, employers, business addresses and phone numbers; Chapter's program schedule for the year with titles, speakers and dates; and other information about ARMA and the Chapter.
- Design, print and distribute Chapter stationery, letterhead and related items.

D. CRM Liaison

- Disseminates information concerning the Certified Records Manager program, exams, etc. to interested members.

E. Education Committee

- Maintains the Chapter Library.
- Routinely publishes all holdings in the newsletter.
- Identifies new items to be added to the Library and present findings to the Board for approval to purchase.
- Solicits donations to the Library.
- Assists the Vice President of Programs in planning and administration of workshops and other instructional programs, session, etc.

F. Hospitality Committee

- Makes the necessary social arrangement for successful Chapter meetings.
- Works with the Vice President of Programs in establishing meeting locations, rooms, and arrangements for meetings.
- Maintains a reservation list and welcomes members and guests at each meeting.
- Issued name tags.
- Purchases door prizes as authorized by the Board.

G. Nominations Committee

- Consists of three members who shall select and present at the May Annual Business Meeting nominations for officers and directors.
- Selects from the applicants for each office the most qualified, provided each nominee selected is a member in good standing and is willing and able to serve.
- Presents the slate to the Board of Directors prior to the May Annual Business Meeting which shall accept the slate of nominees, unless a finding by majority vote of the Board that the official nomination procedure has not been followed.
- Prepares ballots containing each officer and director position to be filled, the official Chapter nominee for each position, a space for write-in votes, and assures ballots are mailed with the May newsletter.
- Minimum qualifications required for election to a seat on the Board of Directors are:
 1. Must be a member in good standing;
 2. For President or Vice President of Programs/Membership, nominee must have previously served as an officer, committee chairperson and/or director. Normally, one seeking the office of President would have previously served as Vice President; and

3. For Treasurer, Secretary or Director, nominee must have demonstrated an active involvement in and commitment to the Chapter, including active participation or preferably committee chair.

H. Special Projects Committee

- Handle and otherwise accomplish special projects for the Chapter not falling under the Responsibility of the standing committees.

I. Tellers Committee

- Collect, count ballots and report results to the President.

Section 2. Special Committees

The President may appoint special committees when necessary.

ARTICLE VII – MEETINGS

Section 1. Regular Meetings

Unless otherwise ordered by the Board of directors, regular meetings shall be held monthly, on the second Tuesday or other day of the month as determined by the Vice President. If a legal holiday falls on a second Tuesday, the meeting will normally be held on the third Tuesday of the same month.

Section 2. Annual Business Meeting

The Annual Business Meeting for the election of officers and board members and the transaction of other business shall be held in May of each year. The new officers and board members will be installed at the June meeting. The Oath of Office shall be administered during the installation.

Section 3. Board of Directors Meetings

Unless otherwise ordered by the Board of Directors, regular meetings shall be held prior to the regular monthly meetings of the membership. Special meetings of the Board may be called by the Chairman or any five members of the Board.

Section 4. Quorum

At any meeting of the Chapter each member present and in good standing shall be entitled to vote. There shall be no voting proxy. Twenty-five percent (25%) of the membership shall constitute a quorum. At the Board of Directors Meetings a majority of the Board membership shall constitute a quorum.

Section 5. Parliamentary Authority

Robert's Rules of Order Newly Revised shall govern the proceedings of the Greater Chattanooga Area of the Association of Records Managers and Administrators, Inc. in all cases not provided for in these Bylaws, Constitution or Articles of Incorporation and the ARMA International Administrative Letters.

Section 6. Suspension of the Rules of Order

Any Rule or Order may be temporarily suspended by a majority vote of those present at any meeting.

ARTICLE VIII – AMENDMENTS

Section 1. Revisions and/or Amendments

Any revisions and/or amendment to Chapter Bylaws shall be reviewed by the Region director and ARMA International Executive Director/CEO prior to adoption to insure that the proposed revisions do not conflict with ARMA International policy.

Section 2. Promulgating Proposed Amendments

Amendments to the Bylaws may be proposed by the Board of Directors on an affirmative vote by the majority of its members or a petition of twenty-five percent (25%) of the Chapter members in good standing. A copy of the amendment(s) shall be sent by mail to each member, together with a ballot and a notice specifying a date on which the ballots must be in the possession of the Tellers Committee. Amendments shall be made by affirmative vote of the majority of the ballots cast.

ARTICLE –IX – DISSOLUTION

Upon dissolution of the Corporation or Chapter, all of the assets shall be paid over or transferred to one or more exempt organizations of the kind described in Section 170(b)(1)(A) of the Internal Revenue Code of 1954, as amended, and the regulations promulgated thereunder, as both now exist or may hereafter be amended.