

Bylaws of the Mile High Denver Chapter
of
ARMA International

ARTICLE I – NAME

The official name for the organization shall be the Mile High Denver Chapter of ARMA International.

ARTICLE II OBJECTIVES

The objectives of this Chapter shall be:

1. Advance the practice of Records and Information Management (RIM) as a discipline and a profession.
2. Organize and promote programs of research, education, training, and networking within that profession.
3. Support the enhancement of professionalism of the membership.
4. Promote cooperative endeavors with related professional groups.

ARTICLE III – MEMBERSHIP

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, Mile High Denver 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. Any person, whether qualified by current occupation, experience, or interest in Records and Information Management is eligible for membership in ARMA or the Mile High Denver Chapter and shall not be denied nor abridged on account of race, color, religion, sex, age, national origin, disability, sexual orientation or choice of life style. Any person holding membership shall pay association dues for the specific class as established by ARMA International and can choose to pay Chapter dues established by the Chapter Board.

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 8 of this Article.

Section 4. Good Standing

A member in good standing is one whose current dues are paid to ARMA International, the Mile High Denver 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 ARMA International for this purpose. Applications are to be sent directly to ARMA International.

Section 6. Privileges of Membership

All meetings of the Chapter, including Board meetings, are declared to be open to any member of the Chapter.

Section 7. Non-Renewal and Reinstatement

- A. 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.
- B. A non-renewed member or a former member may apply for membership upon full payment of annual Association and Chapter dues.

Section 8. 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 (2/3) 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 are the President, President Elect, Vice President, Secretary, Treasurer and Chairperson of the Board. The President, President Elect and Chairperson of the Board make up the Executive Committee of the Chapter.

Section 2 – Qualifications

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

Section 3. Nomination and Election

The Officers and Directors are elected by a majority vote of the members present and voting at each annual business meeting.

Section 4. Term of Office

All Officers and Directors shall assume office July 1. An Officer who has served for more than half a term shall be considered to have served a full term.

A. Officers

1. Term of office for President, President Elect, and Chairperson of the Board is one year or until the appointment of a successor. The term of office for all other Officers is two years beginning with the next fiscal year.
2. The President and President Elect are eligible for re-election to a different office but may not be elected to hold the same office for more than one (1) term.
3. The Vice President, Secretary, and Treasurer are eligible for re-election to the same office but may not be elected to hold the same office for more than two (2) consecutive two-year terms.
4. The Chairperson of the Board is not eligible to hold any office or directorship the fiscal year following the completion of his/her term.
5. The Executive Committee and the Treasurer shall be the keepers of all passwords and access information for the Chapter.

B. Directors

1. Term of office for Directors is two years or until the appointment of a successor.
2. Three of the Directors are elected to begin their term in odd numbered fiscal years and three in even numbered fiscal years as follows:

a. Odd:

- 1) Administration Director
- 2) Programs Director
- 3) Communications Director

b. Even:

- 1) Education Director
- 2) Membership Director
- 3) Web Director

Example: Directors elected in June 2005 begin their "odd" term in July at the beginning of fiscal year 2005-2006.

3. Directors are eligible for re-election to the same office until they:
 - a. are not nominated for re-election,
 - b. decline a nomination to that office,
 - c. resign the office,
 - d. lose an election, or
 - e. are removed from the office for due cause.
4. Directors and their respective committees shall be accountable to the Chapter President.

Section 5. Vacancies

A. Vacancies occurring on the Board will be filled by appointment, by the President, for the duration of the unexpired term, subject to the approval of the Board.

B. A vacancy in the President's office is filled by the President Elect.

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.

1. The President is the Chief Executive Officer of the Chapter and shall exercise general supervision of its affairs; is responsible for the enforcement of the Bylaws and all the directives of the Board. The President shall keep the Board fully informed of the activities of the Chapter.
2. The President presides at all meetings of the Chapter and of the Board.
3. The President has the power to appoint the chairperson of all committees, to create ad hoc or special purpose committees and, subject to approval by the Board, to fill Board vacancies by appointment.
4. The President is expected to attend the annual conference of Chapter Presidents Meeting held in conjunction with the ARMA International Annual Conference as well as the Midwest/Rocky Mountain Region Leadership Conference. If the President is unable to attend, the President will designate an alternate, who will attend and represent the Chapter at the conferences.
5. The President is a member of the Executive Committee of the Chapter.
6. Perform other assigned duties as needed.

B. President Elect.

1. The President Elect has powers and duties as the President and/or Board of Directors shall delegate. The President Elect assumes the duties of the President during the President's absence.
2. The President Elect will become President when the term of office expires for the President.
3. If the President is unable to fulfill his/her term of office the President Elect shall assume the position of President for the duration of the unexpired term in addition to his/her normal term of office.
4. The President Elect is a member of the Executive Committee.
5. Perform other assigned duties as needed.

C. Vice-President.

1. The Vice President shall be assigned projects by the Board as appropriate for the year.
2. If the President Elect is unable to fill the position of President, the Vice President will assume the position of President for the duration of the unexpired term in addition to his/her normal term of office. The Board will appoint a replacement for the Vice President for the remainder of the term.
3. Perform other assigned duties as needed.

D. Secretary.

1. The Secretary keeps the minutes of all meetings of the Chapter including those of the Board; is responsible for preparing and distributing meeting notices; and attends to such other correspondence as it is required of the office.
2. Performs the duties of the Chapter historian, and is responsible for keeping the history of the Chapter.
3. Perform other assigned duties as needed.

E. Treasurer.

1. The Treasurer shall receive and disburse the funds of the Chapter, as well as keep and preserve proper books of accounts that, upon request, are open to inspection by the Board.
2. The account books and ledgers shall be subject to financial review at minimum once a year or upon request by the President, President Elect, Secretary, or Executive Committee.

3. The account books and ledgers shall also be open to inspection or review upon written request by any Chapter member to the Board. The time and place for inspection or review will be determined by the Board.
 4. The funds of the Chapter shall be kept in federally insured banks or lending institutions.
 5. Funds shall be disbursed by Chapter checks or Chapter debit card only on the authority of disbursement vouchers approved for such use by the Board. Disbursement vouchers must be signed by the requesting Board member and countersigned by a Board member. No disbursement voucher shall be signed and countersigned by the same Board member. The checks will be signed by the Treasurer or authorized Board member.
 6. The Treasurer shall submit to the Board a written report of receipts, expenditures and balance of funds on hand each month to the Board including an up-to-date Budget Report.
 7. During the absence or incapacity of the Treasurer, any Board member who has the ability to sign on the Chapter accounts may be assigned the Treasurer's duties.
 8. Submit reports as required by ARMA International.
 9. Perform other assigned duties as needed.
- F. Chairperson of the Board.
1. Be a member of the Board and is the Chairperson of the Nominating Committee and of the Awards Committee.
 2. Solicit and compile names of Chapter members interested in serving on the Board. Nominees will be presented to Chapter members prior to the annual business meeting through publication in the newsletter, or other suitable medium.
 3. If the immediate past President is unable to assume the responsibilities of the position, any past president of the Chapter may be appointed to perform the duties of the Chairperson of the Board, subject to approval by the Board.
 4. The Chairperson of the Board is a member of the Executive Committee.
 5. Perform other assigned duties as needed.

Section 7. Special Positions

All remunerative positions and any other special offices deemed desirable may be created by the Board. The duties, compensation, organizational status and term of such positions shall be at the Board's discretion. All matters relating to such positions shall be decided by the Board.

Section 8. Removal

- A. Any Chapter Officer whose conduct shall be considered detrimental to the best interest of 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 V – MEETINGS

Section 1. Regular Meetings

- A. A regular meeting is defined as having educational content for members and guests. The Chapter schedules regular meetings, typically monthly, but may schedule them as needed, so long as educational content is included. Registration for a regular meeting is a commitment to pay whether or not the registrant attends. Each registrant failing to appear shall be invoiced for the cost of his/her registration if the reservation is not canceled by the reservation deadline.

Section 2. Special Meetings

A special meeting of the membership may be called by the Board, or by petition to the Board ten days prior to the date fixed for the special meeting. Such notice will be accompanied by an agenda of the meeting.

Section 3. Annual Business Meetings

An annual business meeting for the election of Officers and Directors and transaction of other business shall be held in June of each year. The Communications Director will send notice of the annual meeting to each member of the Chapter in the May newsletter.

Section 4. Quorum

- A. At the annual business meetings of the Chapter those members in attendance shall constitute a quorum. Each regular member present and in good standing will be entitled to one vote. There will be no voting by proxy.
- B. The rules of order may be suspended temporarily for just cause by a majority vote of those present at any meeting.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. Governing Body

- A. The governing body of the Chapter is the Board of Directors, herein after called the Board. The Board is the authority for interpretation of the Bylaws and consists of six Officers and seven Directors.
- B. Control and management of the Chapter, its affairs, meetings and property is vested in the Board.
- C. All Board members must be regular Chapter Professional Members, in good standing.

Section 2. Duties of the Board

- A. Officers and Directors have the duty and are required to deliver to their successors in office all books, papers, Records and other property of the Chapter that those Officers or Directors have in their possession or for which they are custodians.
- B. The Board has the duty and power to remove any Board Member for cause, and the power to reinstate any person who has been removed from office.
- C. A Board member may be removed by the following method:
1. A motion "to consider removal for cause" must be made, seconded and approved.
 2. The Board member must be notified in writing of the intended action and given 30 days to respond or show cause why he/she should not be removed.
 3. After said Board member has been notified, offered the opportunity to respond and 30 days have elapsed, the Board may remove the Board member by a two-thirds (2/3) vote.
- D. An Officer or Director, having been removed, may be reinstated upon application in writing to the Board and approval by a two-thirds (2/3) vote of the Board.
- E. When any Officer or Director is absent from four consecutive meetings of the Board, without reason satisfactory to the Board then the "removal for cause" proceedings may take place.

Section 3. Board of Directors' Meetings

- A. The monthly Board meeting of the Chapter is scheduled for the second Tuesday of each month, unless otherwise ordered by the Chapter President. At least nine regular meetings shall be held annually.
- B. Special meetings of the Board may be called by the President or any four members of the Board.
- C. At the Board meeting, two-thirds (2/3) of the Board membership will constitute a quorum.

ARTICLE VII – FINANCES

Section 1. Fiscal Year

The Fiscal Year of this Chapter is from July 1st to June 30th.

Section 2. Chapter Dues

Chapter dues for members will be established by the Board in advance of the new fiscal year. The amount will be in addition to the amount designated by ARMA International. The Chapter shall notify ARMA International of any changes in local dues no later than May 1st.

Section 3. New Member Dues

All membership dues (Chapter and ARMA International) will be sent to ARMA International with the membership form. Mile High Denver Chapter will receive an electronic deposit for dues for each Mile High Chapter member from ARMA International.

Section 4. Remittance of Renewal Dues

All membership renewal dues (Chapter and ARMA International) are billed by and are remitted to ARMA International.

Section 5. Loss of Membership for Non-Payment of Dues

Any member whose dues have not been paid within one month of their membership expiration date as determined by ARMA International, will be considered delinquent and not a member of the Chapter, with all rights and privileges in the Chapter suspended.

ARTICLE VIII – COMMITTEES

Section 1. Committees

There are possible committees, if needed, to form for the Chapter. The position description and responsibilities for each committee is published separately and provided to Chapter members upon request to either the specific Chairperson or the Board. Committee members must be either Professional Members or Associate Members. Friends of ARMA are allowed to help on Committees but cannot manage or vote in any capacity. These committees and their chairperson are:

- A. Financial. The chairperson of the financial committee is the Treasurer.
- B. Communications. The chairperson of the communications committee is the Communications Director. The Web Director is required to sit on the Communications Committee.
- C. Membership. The chairperson of the membership committee is the Membership Director.
- D. Programs. The chairperson of the programs committee is the Programs Director.
- E. Education. The chairperson of the education committee is the Education Director. This historically has been called the Spring Seminar Committee
- F. Nominating. The chairperson of the nominating committee is the Chairperson of the Board. The Chairperson of this committee is not eligible for nomination to any office or directorship.

- G. Awards. The chairperson of the awards committee will be the Chairperson of the Board. The chairperson of this committee will not be eligible for the Chapter Member of the Year Award.

Section 2. Other Committees

- A. There shall be ad hoc committees as deemed necessary by the Board.
B. The President is an ex-officio member of all committees, except the Nominating and Awards Committees.

ARTICLE IX – DISSOLUTION OF THE CHAPTER

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 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 – AMENDMENTS TO THE BYLAWS

Amendments to these Bylaws may be proposed by the Board and must be approved by a two-thirds (2/3) vote of the Board 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. Amendments to these Bylaws may also be proposed by petition of twenty percent (20%) of the Chapter membership. For purposes of calculating 20% of the membership, and to allow for initiative on the part of the members, the Board will use the membership numbers from headquarters for the beginning of the fiscal year. Any revisions and/or amendments to Chapter Bylaws will be reviewed by the Region Manager and ARMA International prior to adoption to insure that the proposed revisions do not conflict with ARMA International policy. Any revisions and/or amendments to the Chapter Bylaws will be voted on by the Chapter at the annual business meeting or a special business meeting called by the Board. If a special business meeting is called, the same quorum rules and procedures apply, as to the annual business meeting.

CERTIFICATION

These Bylaws were approved at a meeting of the Mile High Denver Chapter of ARMA International on June 17, 2014.



Kay Harrington
2013 – 2014 MHD Secretary