



Bylaws of the **San Antonio Chapter**
Of
ARMA International

(Revised June 2018)

ARTICLE I - NAME

The San Antonio Chapter, Association of Records Managers and Administrators, Inc.

ARTICLE II - OBJECTIVES

The mission of ARMA International 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.

The purpose for which the Chapter is formed shall be to foster and promulgate the stated purposes of ARMA International.

ARTICLE III – MEMBERS

Section 1. Classes of Members:

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, San Antonio 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 or the San Antonio Chapter shall not be denied nor abridged on account of race, color, religion, sex, age, national origin, disability, sexual orientation or choice of life style.



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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 7 of this Article.

Section 4. Good Standing

A member in good standing is one whose current dues are paid to ARMA International, the San Antonio Chapter, and 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

- 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 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 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.

Section 8. Charter Members



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Members in good standing at the time of the adoption of the original Bylaws (1972) shall be considered Charter Members of the Chapter. Upon retirement, Charter Members who have maintained continuous active membership shall be entitled to paid membership by the Chapter.

Article IV - OFFICERS And THEIR DUTIES

Section 1. Officers

The officers of the chapter shall be a President, Vice President, Secretary, and Treasurer.

Section 2. Qualifications

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

Section 3. Nomination and Election

The Nominating Committee shall be responsible for submitting a slate of members for elective offices at the annual election of officers meeting. After the slate of officers has been submitted, nominations may be made from the floor or write-in votes may be made on the paper ballot or electronically to the Board Secretary. Only active members are eligible to vote. Immediately following the vote, the ballots will be collected and counted by the Chair of the Nominating Committee or Board Secretary and one member of the committee or chapter member in good standing. The candidate with the majority votes in each position is elected. In the event of a tie, a second vote will be conducted. The final results are then given to the presiding President to announce to the membership. The new slate of officers is inducted during the June Member Meeting of the voting calendar year.

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 shall serve more than three (3) 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 appointment by the Board of Directors as required for those officer positions vacated through resignation, failure to serve, continued illness, or death of an officer.

Section 6. Duties and Responsibilities



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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 and call such meetings as may be necessary.
2. The Chapter President shall appoint all chairmen of standing and special committees, subject to the approval of the Board of Directors.
3. Be an ex-officio member of all committees except the nominating committee.
4. It shall be the duty of the President to exercise general supervision over the activities and welfare of the Chapter and maintain open communications with the members of the Chapter Board of Directors and ARMA relative to Chapter activities.
5. Additional duties and responsibilities may be delegated to the President by the Board of Directors, as required.

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. The Chapter Vice President may also be elected to one of the other Chapter officer positions except Chapter President.
4. Be responsible for the chapter e-mail account indicated on the website including acknowledging e-mails, forwarding to appropriate board or chapter member for reply, and follow-up as required.
5. Additional duties and responsibilities may be delegated to the Chapter Vice President by the Board of Directors, as required.

C. **Secretary.** The Secretary shall:

1. Be responsible for the recording, custody and distribution of Minutes of all Board of Directors and membership meetings; general correspondence of the Chapter; and notifying the Board of Directors of all board meetings.
2. Serve as chief Election Officer and mail or present to all members the slate of nominees for each elective office to be filled each year, together with a ballot to be used for that purpose.
3. Preserve all books and papers belonging to the chapter.



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4. Additional duties and responsibilities may be delegated to the Secretary by the Board of Directors, as required.

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. In accordance with the budget adopted by the chapter, make disbursements as authorized.
4. Present a report at all meetings of the Board of Directors and Membership.
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.
7. Additional duties and responsibilities may be delegated to the Treasurer by the Board of Directors, as required.

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. All officers are expected to attend all formal meetings of the Board and are subject to removal from their position upon their third absence. *(As amended May 12, 2010.)*
- 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 Of The MEMBERS

Section 1. Regular Meetings of the Members

Regular meetings of the members shall be held in the month of September, October, November, December, January, February, March, April, May, and June, or every other month if the Board of Directors agree to combine some of the months. The dates and



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arrangements for these meetings shall be determined annually by the Board of Directors at their first meeting held following July 1. In the case of an emergency or extremely bad weather, a meeting may be cancelled by the President.

Section 2. Special Meetings of the Members

Special meetings of the members may be called by the president or by a majority of the Board of Directors.

Section 3. Annual Membership Meeting

The membership meeting held in May shall be the Annual Meeting at which annual reports shall be presented.

Section 4. Quorum

Two-thirds of the active membership shall constitute a quorum for the transaction of business in any meeting of the chapter.

Article VI - 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 the Chairman of the Board (Immediate Past President), and two to four Directors.

Section 2. Duties. The Board of Directors shall:

- A. Manage the activities, affairs, and business of the Chapter and shall be the final authority for the interpretation of the Constitution and Bylaws 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. The Board of Directors shall appoint members as required to officer positions vacated through resignation, failure to serve, continued illness, or death of an officer.

Section 3. Board of Director Meetings

- A. Monthly or Every Other Month Board of Directors meetings shall be held as designated by the Board of Directors and approved in the latest Board Minutes.
- B. Quorum for the transaction of business shall be two-thirds of the Board members at Board of Directors meetings. Proxy votes are unacceptable.



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- C. The order of business shall be: call to order, the reading of prior minutes by the Secretary, financial report by the Treasurer, unfinished business, new business, reports by the committee chairmen, and adjournment.
- D. Special meetings of the Board of Directors may be called by the President or by a majority of its members.
- E. In the case of an emergency or extremely bad weather, a meeting may be cancelled by the President.

Section 4. Directors

- A. Directors are appointed prior to the end of the fiscal year by the current Board of Directors to serve as Directors for the forthcoming fiscal year.
- B. Only members in good standing are eligible for appointment as Directors.
- C. All Directors are expected to attend all formal meetings of the Board and are subject to removal from their position upon their third absence. (*As amended May 12, 2010.*)

Article VII - FINANCES

Section 1. Fiscal Year

The fiscal year of the Chapter shall begin on July 1st and end June 30th 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. Members who resign are not entitled to a refund of dues or assessments. Chapter dues are transferable on a pro rata basis from one chapter to another, subject to the approval of the officers of the affected chapters. The Board of Directors has the authority to waive Chapter membership dues on an individual basis.

Section 3. National Dues

National dues shall be the amount designated and approved by ARMA International.

Section 4. Assessments

Chapter assessments shall be levied only by affirmative vote of the Chapter Membership.

Section 5. Chapter Budget

A budget, including any monies required for Chapter seminars, shall be prepared each fiscal year and approved by the Board of Directors during the June meeting (last meeting of the year) for the next fiscal year.



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Article VIII – COMMITTEES

Section 1. Standing Committees

The standing committees shall be: Programs Committee, Membership Committee, Seminar Committee, Awards Committee, Vendors Committee, Legislative Committee, Public Relations Committee, Nominating Committee, Scholarship Committee, Audit Committee, Newsletter/Website Committee, Records Management Committee, Fundraising Committee, and ICRM Study Group Committee

Section 2. Duties and Responsibilities of Standing Committees

1. Program Committee – shall develop Chapter programs for the regular membership meetings including arrangements for speakers, location of meetings and menu selections.
2. Membership Committee – shall be responsible for stimulating interest in the association and its purposes; soliciting members; investigating continued absences of members; and investigating reasons for resignations of members.
3. Seminar Committee – shall be responsible for budgeting, planning, scheduling and conducting the Chapter seminars.
4. Awards Committee – shall be responsible for nominating members for awards, preparing any ballots for voting for members to receive an award, and procuring awards.
5. Vendors Committee – shall be responsible for presenting to the members new equipment, ideas, and innovations in the field of records and information management, and for coordinating with the Program Committee for guests speakers from vendor representatives.
6. Legislative Committee – shall be responsible for preparing and submitting to the Board of Directors any amendments or revisions to the Chapter's Bylaws, and preparing the official copy of the approved Bylaws. Any problems relative to the interpretation, intent or language of the Bylaws shall be referred to this committee for clarification.
7. Public Relations Committee – shall be responsible for providing the ways and means for community service projects and promotion of said projects at Chapter meetings.
8. Nominating Committee – shall be responsible for submitting a slate of members for elective offices at the annual election of officers meeting. After the slate has been submitted nominations may be made electronically to the Board Secretary, or from the floor or write-in votes may be made on ballot. The committee will be comprised of five members in good standing to include no more than three members of the current Board of Directors.
9. Scholarship Committee – shall be responsible for publicity relative to scholarships offered by the Chapter; providing scholarship forms to applicants; screening scholarship applications; and selecting applicants for scholarships. Scholarships will be presented to those applicants selected at a regular membership meeting as designated by the Board of Directors.



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10. Audit Committee – shall be responsible for conducting an annual audit after the close of the chapter year on June 30. Audit findings shall be presented at the September Board of Directors meeting. The Audit Committee shall consist of at least two members in good standing not to include the Treasurer.
11. Newsletter/Website Committee – shall be responsible for preparing and distributing the Chapter’s official publication, and maintaining the Chapter's official website.
12. Records Management Committee – shall be responsible for maintaining, as current as possible, all Chapter records in Dropbox for the use by the Board of Directors through an indexing and file plan structure. The ARMA International published Records Retention will be utilized for retention of records.
13. Fundraising Committee - shall be responsible for planning, scheduling, promoting and conducting all fundraising activities of the Chapter.
14. ICRM Study Group Committee - shall be responsible for educational preparation of potential candidates for the ICRM certification exam.

Section 3. Special Committees

The Board of Directors as required may appoint special Committees.

Section 4. Committee Chairperson

The Chapter President subject to the approval of the Board of Directors shall appoint the Chairperson of each committee.

Section 5. Ex officio Member

The president shall be a member ex officio of all committees except the Nominating Committee.

Article IX – 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 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.



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Article XI - 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.