

**THE ASSOCIATION FOR INFORMATION MANAGEMENT PROFESSIONALS  
(ARMA)  
SILVER STATE CHAPTER  
CONSTITUTION AND BY-LAWS**

**Revised and Effective September 23, 2013**

**ARTICLE – NAME**

**This association shall be known as the ARMA SILVER STATE CHAPTER**

**ARTICLE II – MISSION**

**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 objectives of the Silver State Chapter 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 experience and information related to the field of Records and Information Management; and**
- 3. To develop and advance standards of professional competence in the field of Records and Information Management.**

**ARTICLE III – MEMBERSHIP**

**Section 1 – ARMA International shall have four classes of members:**

**A. Professional Member. 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. 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, Silver State Chapter elections, holding Chapter office or receiving the printed version of the Association's professional magazine.**

## **Section 2 – Applications**

**Applications for Professional Chapter Membership or Associate Membership shall be made in writing on forms furnished by the National Association for this purpose, and shall be submitted to the National Association Membership Services. The National Association notifies the local chapter when new members are enrolled.**

## **Section 3 – Obligations and Privileges of Members**

### **A. Obligations**

**Each member has an obligation of notifying the Board of Directors in writing of any change in job classification not related to Records and Information Management.**

### **B. Privileges**

**Each 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 sources of Records Management information that may be available through the Chapter. Each member shall have the privilege of inviting guests to attend any Chapter meeting or activity.**

## **Section 4 – Termination and Reinstatement of Membership**

### **A. Resignations**

**A member may resign at any time upon submitting written notification to the Board of Directors, or to the National Association Membership Services.**

### **B. Suspension**

**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 Constitution and By-Laws or other rules and regulations, may be suspended by a majority vote of the Board of Directors. When such action is contemplated in the case of any members, he/she shall be entitled to receive specific charges in writing from the Board of Directors and shall, if he/she so desires, 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 immediately.**

### **C. Delinquency**

**Regular Chapter members who have not paid their dues by one month after the date their dues are due shall be notified in writing by the National Membership Services.**

### **D. Reinstatement – Restoration of Membership**

**(1) 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.**

**(2) Any member terminated shall be eligible to apply for reinstatement by submitting a new application for membership as provided in Article III, Section 2 – Applications**

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

## **ARTICLE IV – FINANCES**

### **Section 1 – Annual Dues (Chapter)**

**The annual dues for each Regular Chapter member shall be determined by the Board of Directors based on current financial analysis of costs.**

### **Section 2 – National Dues**

**National dues are set by ARMA International. Each member will be billed by the national office for both chapter and national dues.**

### **Section 3 – Assessments**

**No assessments shall be imposed except as approved by a two-thirds majority vote of the Board of Directors of ARMA International and by a majority of all ARMA members voting by ballot on the question, provided that at least one-third of the ARMA members in good standing have voted. The procedure for notification and voting on the question is as provided in the Constitution and By-Laws of ARMA International.**

## **ARTICLE V – ORGANIZATION**

### **1) Section 1 – Governing Body**

**A. The Governing Body of the Chapter shall be known and referred to as the board of Directors. It shall consist of the elected officers, four (4) directors and the immediate past president.**

**B. The management of ARMA Silver State Chapter, its affairs, meetings and property shall be vested in said Board of Directors; said Board of Directors shall have power to:**

**1) Approve Appointed Officers;**

**2) 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;**

- 3) Remove any Committee Chair with cause;
- 4) Reinstate any member terminated;
- 5) Approve all cash disbursements;
- 6) Perform such other duties as properly devolve upon a Board of Directors of an incorporated association;
- 7) Perform such other duties as may be requested by the President.

## **Section 2 – Elected Officers – Terms and Qualifications**

**A. The elected officers of the Chapter shall be the President, Vice-President, Secretary and Treasurer.**

### **B. Terms and Qualifications**

- 1) All officers must be professional members in good standing of ARMA International and the Silver State Chapter;
- 2) Officers shall be elected by mail-in ballots and the results announced at the Annual Meeting. All officers shall be elected for a one year term commencing on July 1, and ending June 30 of the year following;
- 3) Officers shall take office at the Chapter Meeting in July and hold office until their successors are installed;
- 4) No elected officer shall be eligible to serve for more than two (2) consecutive terms in the same office.

## **Section 3 – Directors – Terms and Qualifications**

**A. All directors must be members in good standing;**

**B. At the original organization meeting, two directors shall be elected for a term of two years and two directors for a term of one (1) year. Thereafter two (2) directors shall be elected at the Annual Meeting for a two-year term commencing July 1 and ending June 30, two years following;**

**C. Directors shall take office at the Chapter Meeting in July and shall hold office until their successors are installed.**

## **Section 4 – Duties of Elected Officers**

### **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 Constitution and By-Laws 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 Chairs, unless provided otherwise in this Constitution and By-Laws and, if necessary appoint members of all Committees, or at his/her discretion authorize the Board of Directors to make such appointments; 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; notify the Chapter Treasurer in writing of members terminating, furnishing dates and cause of termination; and perform all other duties normally incident to this office.**

#### **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 duties; serve as an ex-officio member of and be responsible for coordinating the activities of all special committees; and perform such other duties as may be assigned by the President and/or Board of Directors.**

#### **C. 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; and disburse funds of the Chapter only on approval by the Board of Directors. All checks over \$500 shall require the signature of any two (2) officers. The Treasurer shall deposit all funds in the name of the Chapter in depositories approved by the Board of Directors; and provide budgets and statements of the financial condition of the Chapter at the close of each fiscal year (990 report) and at such other reasonable times as the Board of Directors may require (Treasurer's Report).**

#### **D. Secretary**

**The Secretary shall keep a record of all meetings of the Board of Directors and meetings of the Chapter membership, and make them available to the Board and the membership. The Secretary shall also notify all members of the slate of nominees for each elective office to be filled each year as submitted by the Nominating Committee and as approved by the Board of Directors. The Secretary shall also handle correspondence as directed by the President and/or the Board of Directors; and perform such other duties as provided in the Constitution and By-Laws or as may be assigned by the President and/or the Board of Directors. The Secretary shall generate a summary of each Regular and Board meeting and forward to the webmaster for posting on the Chapter website. The Secretary shall receive reservation requests for general and Board meetings.**

### **Section 5 – Appointed Officers**

**Appointed Officers are responsible to the Board of Directors and perform such duties as the President and/or Board of Directors may direct.**

**A. ICRM (International Certified Records Manager) Liaison**

**The ICRM Liaison shall be the Chapter liaison to the ICRM and shall be a voting member of the Board of Directors.**

**Section 6 – Vacancies**

**Vacancies occurring in any office or among the Directors shall be filled by appointment for the unexpired term by the President with the approval of a majority vote of the Board of Directors. If any Officer or Director is absent from two (2) 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 7 – Restriction**

**The President and Vice-president shall not be employed by the same firm or company.**

**ARTICLE VI – ELECTION PROCEDURES**

**At the Annual Business Meeting each year, the Chapter Members in good standing shall elect successors to the offices of President, Vice-President, Treasurer, and Secretary, each for a one year term and two Directors each for two (2) year terms as provided in this Constitution and By-Laws**

**Section 1 – Nominating Procedures**

**A. The President shall issue a call for nominations to all members in good standing for each effective office to be filled, and shall arrange to have ballots distributed to all members in May. To stay consistent and current with changing technologies and to ensure information obtained through the nomination process is secure, the Board of Directors having received majority vote, may elect to use electronic survey tools or other methods to collect the nomination information.**

**B. At the Annual Meeting the presiding officer shall announce the results of the election.**

**Section 2 – Election Procedures**

**A. Voting shall be by Chapter members in good standing;**

**B. Voting will be by acclamation when there is only one candidate for a particular office**

**C. Voting shall be by secret ballot prepared by the Secretary when there is more than one candidate for a particular office. Such ballots shall contain only necessary**

**instructions for proper completion, the names of the nominees and spaces to 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 a designee at the conclusion of balloting for each office to be filled.**

**2) Any candidate who receives a majority of votes on the first 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 two candidates who received the highest number of votes.**

**4) At the conclusion of balloting for each office to be filled, and upon receipt by the designated individual, of all ballots cast for each office, the designated individual shall tabulate the ballots cast; and shall certify and report the results to the presiding officer who shall announce the results to the membership at the Annual Meeting.**

## **ARTICLE VII MEETINGS**

### **Section 1 – Chapter Membership Meetings**

**Unless otherwise ordered by the Board of Directors, Chapter Membership Meetings shall be held a minimum of quarterly on a date agreed to by the majority of the Board of Directors.**

### **Section 2 – Chapter Membership Meeting No-Show Policy**

**Chapter members and non-members that have sent an RSVP to attend a Chapter meeting will be billed if an announcement was sent out with a specific no-show policy stating that no shows will be billed because of the expense of the venue/program to the Chapter.**

**Members and non-members that notify the Chapter as soon as is practicable if they are not able to attend, and do not demonstrate a history of abusing the no-show policy may not be billed. The decision for not billing will be based on majority vote of the Board of Directors.**

### **Section 2 – Annual Meeting**

**The Annual Meeting for the announcement of the elected officers and directors shall be held at the Chapter Membership Meeting in June each year. The Secretary shall send a notice of the annual meeting to each Chapter member in good standing not less than ten (10) days prior to the meeting.**

### **Section 3 – Board of Directors Meetings**

**Unless otherwise notified, the board of Directors shall be held a minimum of quarterly. The Secretary shall send a notice of a Board of Directors Meeting to each officer and director not less than five (5) days prior to the meeting. The Board shall hold teleconferences as an alternative to meeting in person.**

#### **Section 4 – Special Meetings**

**A. Special Meetings of the Board of Directors may be called by the President or any four (4) members of the Board of Directors.**

**B. 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 (10) 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 (5) days prior to the date fixed for such Special Meeting, and such notice shall be accompanied by an Agenda of the Special Meeting.**

#### **Section 5 – Quorum**

**A. 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 2/3 majority of the members of the Board of Directors. No voting by proxy shall be permitted.**

**B. A quorum must be present to conduct business coming before the Chapter membership at its Annual Meeting. The quorum shall consist of twenty percent (20%) of the Chapter members in good standing. No voting by proxy shall be permitted.**

#### **Section 6 – Suspension of Rules of Order**

**Any Rule of Order may be suspended temporarily by a 2/3 majority vote of members present at any meeting.**

#### **Section 7 – Leadership Conference Chapter Sponsorship**

**The Silver State Chapter will provide financial sponsorship for up to two (2) Chapter members in good standing to attend the Annual Leadership Conference at \$500 per person if the Chapter is financially solvent and the financial support does not place the Chapter in a financial hardship or prohibit the Chapter from engaging in other activities, current or future. If the said amount is not feasible then a lesser amount may be allocated.**

##### **Eligibility for Financial Chapter Sponsorship:**

**1) The attending member in good standing has not attended the Annual Leadership Conference previously and his/her attendance is viewed as value added to the Chapter**

**2) The attending Chapter member in good standing has attended the Leadership**

Conference previously, but not in a consecutive period and Chapter representation is needed and no other Chapter members in good standing are available to attend.

3) The attendees shall represent the Chapter at the Leadership Meeting through presentation.

4) To demonstrate the value-added for attending the conference, a trip report shall be created and shared with the Chapter members,

The Board of Directors having received majority vote shall have authority to deny financial sponsorship to any Chapter member in good standing.

## ARTICLE VIII – COMMITTEES

### Section 1 – Standing Committees

The President shall be responsible for seeing that Standing Committees are appointed from the members of the Chapter to serve one year from the date of installation of officer and directors. Unless otherwise provided in this Constitution and By-Laws, the Chairman of each Standing Committee shall be appointed by the President with the approval of a majority vote of the Board of Directors. Unless otherwise provided in this Constitution and By-Laws, members of Standing /committees shall be appointed by the Chairman of each such committee. In the event of the absence of a committee chairman, any board member or appointed officer may assume the responsibility of the absent chairman. These Standing Committees shall be:

Budget and Finance Committee  
Legislative Committee  
Membership Committee  
Nominating Committee  
Program/Professional Development and Research Committee  
Publications/Public Relations Committee  
Social and Hospitality Committee  
Custodian of Records

In addition to such other duties as may be assigned by the President, the duties of the Standing Committees are as follows:

#### A. Budget and Finance Committee

- 1) To examine fiscal policy from time to time as directed by the President;
- 2) To advise the President and Board of Directors with regard to the disposition of any surplus funds;
- 3) To advise the President and Board of Directors on financial matters concerning the Chapter;

**4) To provide an annual audit of the books of the Treasurer at the close of his/her term in June and present a report to the Board of Directors at the September meeting;**

**5) To provide an annual budget for each fiscal year for presentation to the Board of Directors at the September meeting.**

#### **B. Legislative Committee**

**1) To prepare or review proposed amendments to the Constitution and By-Laws;**

**2) To submit to the Board of Directors proposals and recommendations for amendments to the Constitution and By-Laws;**

**3) To maintain the Constitution and By-Laws in a current status reflecting approved changes and amendments;**

**4) To furnish revised Constitution and By-Laws to the Publications Committee Chairman for updating the chapter manual.**

**5) To clarify language and intent of the Constitution and By-Laws when necessary; any important difference of opinion shall be referred to the Board of Directors, whose majority vote will decide the issue.**

#### **C. Membership Committee**

**1) To develop, recommend and implement ways and means to recruit qualified members;**

**2) To maintain membership standards;**

**3) To investigate, review and process membership applications and submit them to the Board of Directors for action;**

**4) To assemble all material for new members' kits and present them to new members at Chapter Membership Meetings when so directed by the President.**

**5) To nominate a member to receive the annual Chapter Member of the Year Award.**

**6) To nominate members who should be recognized for outstanding service.**

**7) To procure an appropriate plaque to be presented to the outgoing President.**

**8) To maintain a prospective member distribution list.**

#### **D. Nominating Committee**

- 1) To secure nominations for officers and director.**
- 2) To prepare a slate of at least one nominee for each elective office to be filled;**
- 3) To present such slate to the membership for balloting in May or June. Prior to submitting the names of the candidates to the Board of Directors, all nominees must have accepted and agreed to serve, if elected. The Nominating Committee shall consist of the Immediate Past-President, who shall be chairman and two (2) Regular Chapter Members in good standing.**

#### **E. Professional Development and Research Committee**

- 1) To institute, develop and supervise training courses for Chapter Members and the public;**
- 2) To plan, conduct, maintain records on and report to the Board of Directors on research and relate projects conducive to the Professional Development and Advancement of this ARMA International;**
- 3) To distribute to Chapter members the results of all projects completed;**
- 4) To maintain liaison with the National Professional Development and Program committee Chairman for needed research on local or national levels, submitting to the National Committee Chairman the results of projects completed in this Chapter;**
- 5) To develop, recommend, and implement ways and means to:**
  - a) Promote Records and Information Management as a distinct profession.**
  - b) Stimulate interest and solicit management's support in recognizing the need for Records and Information Management;**
  - c) Encourage colleges and universities to include Records and Information Management courses of study in their curricula;**
  - d) Encourage persons presently engaged in this profession to broaden their scope and knowledge in the field of Records and Information Management.**

#### **F. Program Committee**

- 1) To feature programs consistent with the objectives and in the best interest of the association and to schedule and arrange for such programs at least six (6) months in advance, including place of meeting, meeting location and meal accommodations;**

- 2) To be responsible for any final adjustment necessary in reservations or facilities at the place of the meeting.
- 3) To submit to the Publications Committee the time, place, title, topic, and any significant arrangement details of each program scheduled;
- 4) To send advance reminder notices to each speaker and a letter of appreciation on behalf of the Chapter after each program;
- 5) To determine if speakers will need any special equipment and secure same;
- 6) To advise successor Chairmen of desirable programs that could not be scheduled but may be secured later.

#### **G. Public Relations Committee**

- 1) To provide and maintain a suitable public relations and publicity program consistent with the objectives and in the best interest of the ARMA International;
- 2) To prepare and issue Press Releases;
- 3) To supervise and handle public relation assignments pertinent to official activities of ARMA International, the ARMA Silver State Chapter, or its individual members using radio, TV printed publications and other media as directed by the Board of Directors;
- 4) Maintain public relations contact with members of the press, interested business organizations and school administrators.

#### **H. Publications Committee**

To maintain the Chapter website and newsletter, which shall consist of, but not be limited to:

- a) The Constitution and By-Laws;
- b) Code of Ethics;
- c) National Officers;
- d) Chapter Officers and Directors;
- e) Past Presidents of the ARMA Silver State Chapter;
- f) Committee Chairmen
- g) Programs for the coming year;
- h) Other significant items.

#### **I. Social and Hospitality Committee**

- 1) To order and maintain member identification badges;

- 2) To welcome guests and new members at each function and present them with identification badges;
- 3) To records attendance of members and guests at all official functions and provide the Secretary with the names of those attending;
- 4) To provide the Treasurer with a list of any members attending to whom invoices should be sent, the total number of persons attending, and total monies received at such function;

#### **J. Custodian of Records Committee**

The Committee maintains the official records of the Chapter, including the Chapter Charter and By-Laws.

#### **Section 2 – Special Committees**

Special Committees and their chairmen shall be appointed by the President when deemed necessary by the President and/or the Board of Directors.

### **ARTICLE IX – FISCAL YEAR**

The Fiscal Year of the ARMA Silver State Chapter is July 1 to June 30.

### **ARTICLE X – HEADQUARTERS**

The Headquarters of the ARMA Silver State Chapter shall be located at the address designated by the Board of Directors of the ARMA Silver State Chapter.

### **ARTICLE XI – PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order Newly Revised, shall govern in all cases to which they are applicable and where they do not conflict with the constitution and By-Laws of ARMA International or the ARMA Silver State Chapter.

### **ARTICLE XII – AMENDMENTS**

Proposals to amend this Constitution and By-Laws may be made by the Board of Directors upon an affirmative vote of 2/3 of its members present and voting or by petition to the Board of Directors of twenty percent (20%) of the Regular Chapter Members in good standing. Within thirty (30) days following the Board of Directors Meeting at which any such proposal is made, the Secretary shall mail to each Chapter 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 Chapter Nominating Committee. E-mail may be used as an alternative to regular mail. All ballots to be valid must be mailed to reach the Chapter Nominating Committee within (15) days of the date of said Notice of Proposal and said Notice shall specify the date ballots are to be received by the Chapter Nominating Committee. The Chapter Nominating Committee shall tabulate the valid votes and certify the results to the

**Board of Directors within five (5) days following the date provided herein for ballots to be received by the Chapter Nominating Committee.**

**The Constitution and By-Laws shall be amended by an affirmative vote of 2/3 of the valid votes received by the Chapter Nominating Committee.**

**Changes or revisions in this Constitution and By-Laws shall be effective the date that certification of balloting results is made by the Chapter Nominating Committee.**