

**ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATORS**

**METROPOLITAN NEW YORK CITY CHAPTER, INC.**

**BY- LAWS**

**ARTICLE I - Name**

The name of this organization is the Association of Records Managers and Administrators, Metropolitan New York City Chapter, Inc., a New York corporation hereinafter referred to as "Chapter" or ARMA Metro New York City.

**ARTICLE II - Purpose**

The objectives and purposes of this non-profit, educational organization is:

To provide education, research and networking opportunities to information professionals, to enable them to use their skills and experiences to leverage the value of records, information and knowledge as corporate assets and as contributors to organizational success.

**ARTICLE III - Membership**

**Section 1. Classes of Membership**

There shall be three classes of membership at the Chapter level: Regular, Student and Honorary.

**A. Regular Members**

Any duly qualified individual in good standing with ARMA International is entitled to full rights and benefits of the Chapter. Regular members shall be privileged to vote, hold office and participate in the activities of the Corporation. Applications for Regular Membership shall be submitted to ARMA International for processing. Regular members will pay dues to the Chapter and to ARMA International.

**B. Student Members**

Any enrolled, full- time post- secondary student in the field of records and information management or administration or in any allied profession shall be eligible for student membership. Student members shall enjoy the privilege of participating in all local chapter activities except they shall not have the right to hold office or vote. Student membership does not convey the privileges of voting in ARMA International elections, holding elective office, or chairing committees. Applications for Student Membership shall be submitted to ARMA International for processing. Student members will pay dues to ARMA International and to the Chapter.

**C. Honorary members**

An individual who has been granted life membership by ARMA International's Board of Directors and has been a member of the Chapter will be granted Honorary Member status at the Chapter level.

### **Section 2. Requirements**

The requirements for each of the various classes of membership, and the processes for application, in addition to those contained in these By- Laws, 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, age, national origin, disability, sexual orientation or choice of life style.

### **Section 3. Qualifications**

Any person holding a position as a 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 the provision of Section 6 of this article.

### **Section 4. Termination**

The resignation of any member in good standing shall be forwarded to the Vice President/ Membership and upon submission to the Board of Directors will become effective. Any member severing connection with the Chapter by resignation, for nonpayment of dues, or who is deemed ineligible, shall thereby forfeit all interest in any of the properties or monies belonging to or paid into the Chapter.

### **Section 5. Good Standing**

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

### **Section 6. Censure, Suspension or Expulsion**

Any member may be censured or suspended by a majority 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, By- Laws, or rules and regulations, has occurred. 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 for this purpose. Should revocation result, any dues paid to a date beyond such revocation will not be refundable. Membership may be terminated by the Board of Directors when a member becomes delinquent in financial obligation or is otherwise ineligible.

### **Section 7. Assignment**

Membership is transferable from one person to another within a given company, providing the membership fee has been paid by the company. Membership is transferable from one Chapter to another, subject to the approval of the Board of Directors of the Chapters concerned.

## **ARTICLE IV - Finances**

### **Section 1. Fiscal Year**

The fiscal year of the Chapter shall begin July 1 through June 30th of the following year.

## **Section 2. Dues**

Annual membership dues of the Chapter shall be payable within one month following the expiration date. Chapters may change their annual dues amounts from time to time, as determined by the chapter Board. Chapter dues changes must be approved by the chapter Board and submitted to ARMA International no later than May 1.

Invoices for Non-Renewal or Reinstatement dues will be sent to each member by ARMA International prior to the member's expiration date.

- (i) Members whose dues have not reached ARMA International and the Chapter within one calendar month following the member's membership expiration date, shall be considered non-renewed.
- (ii) A non-renewed member or former member may resume full membership benefits by reapplying for membership and making full payment of the annual ARMA International association and Local Chapter dues.

The initial dues for any new chapter member shall be forwarded monthly to the Association (its portion of the dues) with the respective membership applications.

## **Section 3. Financial Management**

### **A. Disbursements**

Expenses incurred by the Chapter (e.g. meeting expenses, travel, etc.) must be submitted to the Board of Directors to be approved for payment. A sign off is required by the President or Executive Vice President/President Elect, before issuance of a check by the Vice President/ Treasurer. Signatories for the Chapter accounts will be the then current President, Executive Vice President/President Elect, Vice President/Treasurer and Vice President/ Secretary. Only one signature is required on disbursed checks.

### **B. Audit Procedures**

The Chapter will conduct an annual audit of the Finances in accordance with the required procedures set forth by ARMA International. This Annual Audit will compile all information for the Chapter to be included with the Group tax return filing made by ARMA International. The Audit will be conducted by the Chair of the Audit Committee, which falls under the direction of the Vice President/ President Elect.

### **C. Funds**

The Chapter funds will be kept in a commercial Bank Account under the Chapter name. Excess funds accumulated by the Chapter will be invested into conservative vehicles such as a Money Market or low- risk Mutual Fund. The Board of Directors will approve any changes to the Fund selection or movement of funds between accounts.

## **ARTICLE V - Organization**

### **Section 1. Board of Directors**

The governing body of the Chapter shall be known as the Board of Directors, and shall consist of the Immediate Past President, five (5) elected offices and five (5) appointed offices. The Board of Directors shall assume the entire management and control of the activities of the Chapter. It shall be empowered to remove any Board member who is

derelict in performance of his or her duties or is absent from three (3) consecutive meetings within a fiscal year (July 1 - June 30).

## **Section 2. Elected Offices**

- President
- Executive Vice President-President Elect
- Vice President-Secretary
- Vice President-Treasurer
- Vice President-Membership

## **Section 3. Appointed Offices**

- Vice President-Professional Development
- Vice President-Special Projects and Events
- Vice President-Advertising and Promotion
- Vice President-Newsletter and Website Editor
- Vice President-Interdisciplinary Relations and ISG Liaison

## **Section 4. Terms of Office**

The President and Executive Vice President-President Elect shall be elected to a one-year term and shall serve no more than two consecutive terms.

All elected Vice Presidents shall be elected to two-year terms, alternating odd and even years of election. All appointed Vice Presidents shall serve a one-year term and shall serve no more than two consecutive one-year terms.

## **Section 5. Duties of the Officers**

**A. President:** Shall be the Chief Executive Officer of the Chapter and shall preside at all meetings of the members and of the Board; shall have general supervision, direction and direct control of the business of the officers of the chapter; shall appoint all non-Board Committee heads as deemed necessary to carry on the activities of the Chapter; shall be ex-officio a member, with the right to vote, of all committees ( except the Nominating Committee); shall sign all contracts and other formal instruments for the Chapter with approval of the Board; shall countersign all checks, as appropriate; shall render an annual report at the Annual Business Meeting; and shall perform such other duties as are required by the Presidency.

The President shall chair the Member of the Year Committee, which is comprised of the three most recent Members of the Year, receiving input from all board and committee members.

The President shall chair the New Member of the Year Committee, which is comprised of the three most recent New Members of the Year, receiving input from all board and committee members.

**B. Executive Vice President-President Elect:** Shall perform the duties of the President in the absence or disability of the President; shall assist the President as required; shall monitor Committee Managers; shall implement board directives relating to chapter administration and development; shall serve as a " sounding board" for the chapter

members, seeking out ideas, hearing complaints, and handling recommendations; and shall be ex officio, a member with the right to vote, of all non- Board committees ( except the Nominating Committee). The Executive Vice President-President Elect shall perform such other duties as shall be delegated by the President, and in the event of resignation or death of the President, shall immediately succeed to the office of President.

The Governmental Affairs Committee shall report to the Executive Vice President-President Elect.

The Audit Committee shall report to the Executive Vice President-President Elect.

The Honored Members Award Committee shall report to the Executive Vice President-President Elect.

The CRM Liaison Committee will report to the Executive Vice President-President Elect.

**C. Vice President-Secretary:** Shall maintain the minutes of the Board meetings and of the annual business meeting and submit them within ten ( 10) days of said meeting to the Board members for approval; shall maintain, manage and direct the Chapter's Archives, including all materials related to the history and administration of the Chapter. The Vice President-Secretary shall set up a method/ procedure for maintaining the business records and other Chapter memorabilia in an archive according to approved records management principles.

**D. Vice President-Treasurer:** Shall maintain the Chapter's financial affairs according to approved accounting procedures; shall submit a monthly report at the monthly Board meetings itemizing all Chapter revenues and expenditures; shall submit all expenditures to the Board for its approval, if an immediate approval is required between the monthly Board meetings then the President ( and the Executive Vice President-President Elect in the President's absence) may approve; shall collect and deposit all revenues from membership dues, meeting attendance fees, sale of publications, or fees from special events; shall work with the President to create and maintain a budget for the fiscal year.

**E. Vice President-Membership:** Shall promote membership in the local Chapter as well as on the International level; shall monitor the renewal of existing memberships; shall promote attendance at Chapter meetings; shall officially greet new members into the Chapter and at meetings; shall maintain an accurate list of Chapter members and coordinate distribution of the list; shall maintain an accurate database consisting of Chapter membership information, mailing lists, and other information relevant to the administration of the Chapter, and shall maintain and distribute the Chapter Membership Directory; and shall orchestrate the management of the Chapter's library.

The Vice President-Membership shall chair a Hospitality Committee. The Hospitality Committee shall contact members regarding business and shall serve as the greeting committee for new members.

**F. Vice President-Professional Development:** Shall promote the professional development and education of the Chapter's membership through programs, seminars and workshops; shall interface with ARMA International's Association Director of Professional Development; shall collaborate with the VP of Interdisciplinary Relations to provide expanded and appropriate educational sessions for the benefit of the

membership; shall serve as Chapter representative to the Regional Conference Program Committee; shall serve as a resource for Chapter members seeking technical publications or information relating to recognized and approved records management policies and procedures.

The Education Committee will report to the Vice President-Professional Development.

The Vice President-Professional Development shall chair a Registration Committee. The Registration Committee shall document the attendance of members/guests at scheduled monthly meetings or at special events and shall be responsible for the collection of fees on such occasions.

**G. Vice President-Advertising and Promotion:** Shall create and distribute all literature (including meeting notices, newsletters, notices of special events, the elections ballot and special mailings, as required) to the Chapter ( except the Membership Directory); shall serve as the primary vendor liaison; shall maintain responsibility for all invoices to be produced by the Chapter. The Vice President-Advertising and Promotion shall chair a Sponsorship Committee.

**H. Vice President-Special Projects and Events:** Shall be responsible for organizing and overseeing chapter and outreach Special Events, including the annual Vendor Exhibit, Holiday Party, Annual Scholarship Fund Raising Event and exhibits outside the Chapter (e. g., PC Expo, Legal Tech, etc.); shall schedule all monthly Chapter meetings, including Special Events.

The Vice President-Special Projects and Events shall oversee the Facilities Committee; shall maintain the relationship with the Chapter's meeting place, ensuring all provisions are arranged for each meeting, including food, beverage, and audio-visual equipment.

**I. Vice President-Newsletter and Website Editor:** Shall be the Editor of the Chapter Newsletter, or other official publication, shall supervise the Chapter's Webmaster who shall update the Chapter Website regularly to promote Chapter business and activities; shall be ex-officio a member of the newsletter committee; shall work with other Records and Information Management related disciplines to solicit articles and other content to be published in the Chapter's Newsletter and Website.

**J. Vice President-Interdisciplinary Relations and ISG Liaison:** Shall outreach to other organizations related to the Records and Information Management discipline to facilitate interdisciplinary meetings, shall promote interdisciplinary relations with related Records and Information Management organizations with a focus on the educational advancement for the benefit of the Chapter membership. Shall be ex-officio a member of the Professional Development Committee and shall collaborate with the Vice President - Professional Development to provide expanded and appropriate educational sessions for the benefit of the membership; shall serve as the Industry Specific Group liaison with ARMA International.

**K. Immediate Past President:** Shall serve as general counsel to the President and to the Board; shall be a special envoy to the Chapter as required; and shall oversee the following committees: Nominating/Elections and Tellers.

**Section 6. Vacancy in Office:**

**A. President:** In case of a vacancy in the office of the President, the Executive Vice President-President Elect shall assume the office for the remainder of the term and the full term of ascendancy thereafter.

**B. Executive Vice President-President Elect:** In case of a vacancy in the office of the Executive Vice President-President Elect, nominees shall be solicited from the membership by the nominating committee chair and the current board of directors. The Executive Vice President-President Elect shall be elected through the standard ballot procedure at a special election.

**C. Other Offices:** A vacancy in any other office shall be filled by appointment by the President, and ratified by the Board of Directors, for the balance of the respective unexpired term.

## **ARTICLE VI - Committees**

**Section 1.** The Standing Committees shall be as follows:

**A. Nominating/Elections Committee** - This Committee shall consist of not less than three members who are not elected officers. The Chair shall be Immediate Past President. The Committee shall prepare a slate of nominees for each elective office in accordance with procedures shown in Article VII of these By- Laws.

**B. Tellers Committee** - Chaired by the Immediate Past President

**C. New Member of the Year Award Committee** - Consisting of the past 3 recipients voting and chaired by the President

**D. Member of the Year Award Committee** - Consisting of the past 3 recipients voting and chaired by the President

**E. Honored Member Award Committee** – Chaired by the Executive Vice President-President Elect

**F. Audit Committee** - Chaired by the Executive Vice President-President Elect

**G. Sponsorship Committee** – Chaired by the Vice President-Advertising and Promotion

**H. Hospitality Committee** – Chaired by the Vice President-Membership

**I. Government Affairs Committee** – Chaired by the Executive Vice President-President Elect

**J. Education Committee** – Chaired by the Vice President-Professional Development

**K. Newsletter Committee** - The Newsletter Editor Committee Chair should be a Chapter Member appointed by the Vice President - Newsletter and Website Editor. Members should include: President Elect, Chapter Photographer and other contributors.

**L. CRM Liaison Committee** – Chaired by the Executive Vice President-President Elect

**Section 2. Optional Committees**

**PURPOSE:** To assist officers in the performance of their duties, the following committees may be formed by the officers indicated, without Board approval.

- A. Meetings Registration Committee Chair: Vice President-Professional Development
- B. Advertising & Promotion Committee Chair: Vice President-Advertising & Promotion
- C. Special Events Committee Chair: Vice President-Special Events
- D. Meeting Facilities Committee Chair: Vice President-Professional Development

**Section 3. Special committees**

Shall be created by the President as deemed necessary.

**ARTICLE VII - Election Procedures**

**Section 1. Nominating Procedures**

The Nominating Committee shall select one or more nominees for each elective office and shall submit this list to the Vice President-Secretary for submission to the membership May 1st of each year. Each nominee must certify that his or her company shall endorse his or her time to work on the Board of Directors. No member of the Nominating Committee shall be a candidate for elective office.

**Section 2. Election Procedures**

Prior to the Annual Business Meeting, the President shall appoint a Manager of an Elections Committee. By May 1, the Manager of the Nominating Committee shall present a slate of candidates for office for the coming fiscal year. Following the presentation of candidates by the Nominating Committee, the Manager of the Elections Committee shall prepare ballots to designate the names on the slate of nominees for elective office, including spaces for write-in votes. All Ballots shall be returnable to the Manager of the Tellers Committee by mail. A majority shall constitute an election. Vacancies during term of office shall be filled by a person recommended by the President and ratified by the Board of Directors, except as provided in Article V, Section 6.

**ARTICLE VIII - Meetings**

**Section 1. Meeting Schedule**

Regular meetings of the members shall be held each month from September to June inclusive. The dates and arrangements for such meetings will be determined annually by each new Board of Directors. The regular June meeting, however, shall be the Annual Business Meeting of the Chapter, at which time such annual reports as are required shall be presented.

**Section 2. Board of Directors Meetings**

A meeting of the Board of Directors shall be held each month. Time and date shall be agreed upon by the Board of Directors at the first meeting of the year. The last meeting of the fiscal year shall be a joint meeting of the outgoing and incoming Boards.

**Section 3. Special Meetings**

Special meetings shall be called by the President when deemed necessary. Participants will be notified by telephone or e- mail at least 24 hours in advance of the meeting.

**Section 4. Quorum**

**A.** A quorum must be present to conduct business coming before the Board of Directors at any of its meetings. A quorum shall consist of a majority of the designated members of the Board.

**B.** At the membership meetings, twenty (20) of the active members shall constitute a quorum.

**Section 5. Rules of Order**

The rules contained in Robert's Rules of Order Newly Revised, shall govern in all cases where they do not conflict with the Constitution or By- Laws of the Chapter.

**ARTICLE IX - Policy**

The name of the Chapter shall not be used in support of any person, party, or enterprise without consent of the Board of Directors.

**ARTICLE X - Records**

By June 30th of each year the retiring Officers and Committee Chairs shall convey to the outgoing President all accounts (except monies), record books, and other papers belonging to the Chapter. The President shall be charged with the disposal of all records. The Board of Directors shall provide a suitable storage place for permanent records.

**ARTICLE XI - Modification**

**Section 1. By- Laws**

These By- Laws may be modified, altered or amended by a majority vote cast by active members provided that any proposed change shall have been sent to all active members thirty ( 30) days prior to the voting. Revisions and/ or amendments to Chapter By- Laws shall be reviewed by ARMA International's Director of Member Services and the Region Manager prior to Chapter membership ratification.

**Section 2. Incorporation**

The Certificate of Incorporation may be modified, altered or amended pursuant to the Membership Chapter Law of the State of New York by a majority vote cast by active members present, provided that any proposed change shall have been sent to all active members thirty ( 30) days prior to the voting.

**Section 3. Dissolution**

In the event of dissolution of the Chapter, all of its 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, as the governing Board shall determine.