

Bylaws of the Baton Rouge / Lafayette Chapter of ARMA International

ARTICLE I – Name

This not-for-profit, 501(c)(6), organization shall be known as the Baton Rouge / Lafayette Chapter of the Association of Records Managers and Administrators, Inc.

ARTICLE II – Objectives

The objectives (mission) of this Chapter are:

- 1) To advance records and information management as a discipline and a profession.
- 2) To assist in the professional development of its members by providing networking and educational opportunities in the field of records and information management.
- 3) To promote cooperative endeavors with related professional groups.

ARTICLE III – Members

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, Baton Rouge / Lafayette Chapter elections, holding Chapter office or receiving the printed version of the Association's professional magazine. This is the best option for retirees.

Section 2 – Requirements

The requirements for each class 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 Baton Rouge / Lafayette 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 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 Baton Rouge / Lafayette Chapter, and who 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 – Non-Renewal and Reinstatement

- A. Members whose dues have not reached ARMA International by the membership expiration date 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 has 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 shall be a President, Vice President, Secretary, and Treasurer, held by at least three (3) separate individuals. These members constitute the Executive Board of the Chapter. In addition, the Board of Directors shall include 2 Directors (voting) and the Immediate Past President (voting).

Section 2 – Qualifications

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

Section 3 – Nomination and Election

At the Chapter meeting in May each year, the Chapter members in good standing shall elect successors to the offices of President, Vice President, Treasurer, Secretary, and two Directors for a one (1) year term.

The election period and call for nominations shall be communicated to members 1 month prior to the May chapter meeting by the Vice President. If the designated officer in charge of elections receives only single candidate nominations for officer positions, the Chapter will consider those nominees to have won by affirmation without holding elections. When there is more than one (1) candidate for a particular office, voting shall be by ballot prepared by the Secretary and distributed to all voting members ahead of the May chapter meeting. Induction of officers for the new fiscal year shall take place prior to July 1st.

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. 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 for the unexpired term by the President with the approval of a majority vote of the Board of Directors.

For succession of the office of the president, see Section 6.B.2.

In the event that both the President and Vice President are unable or unwilling to fulfill their duties, the Board shall solicit nominations from the eligible membership and positions shall be filled by affirmation or special election, as applicable.

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. The President shall:

1. Preside at all meetings of the Board of Directors and of the members.

2. Appoint the chairpersons of all Standing Committees with the approval of the Board of Directors.
3. Appoint all Special Committees.
4. Be an ex-officio member of all committees.
5. Submit reports as required by ARMA International.
6. Other assigned duties.

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. Communicates the nominations for elections to the Chapter membership.
4. Other assigned duties.

C. Secretary. The Secretary shall:

1. Record the minutes of all meetings of the Board of Directors and the membership and send a copy of the minutes to the Board within 30 days following the meeting.
2. Preserve all books and records belonging to the chapter.
3. Conduct the official correspondence of the chapter.
4. Other assigned duties.

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. All checks shall require the signature of any two (2) officers, provided neither of the two persons is the recipient of said check.
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 Executive Board of the Chapter. The Executive Board of the Chapter 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.

E. Directors

1. Assist the executive members of the board in the execution of their duties as directed.

F. Immediate Past President

1. Assist in the transition of duties from the outgoing to incoming board.
2. Advise the president in matters of the board and chapter.

Section 7 – 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 two-thirds vote of the Board of Directors.
- B. An officer or Board member may be suspended by a majority vote of the Board of Directors after having failed to attend two (2) consecutive board meetings without prior notification.
- C. 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.
- D. 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

Regular Meetings of the members shall be held according to the agreed schedule. The dates and arrangements for these meetings shall be determined annually by the Board of Directors at their first meeting held following July 1. Selected meetings may be held jointly with another Chapter in a different city. In the case of extenuating circumstances, emergency, or extremely bad weather, a meeting may be canceled by the President.

Section 2 – Special Meetings

Special Meetings may be called by the president or by a majority of the Board of Directors as needed with at least 24 hours advanced notice given to the membership.

Section 3 – Annual Meeting

The Chapter Meeting held in June shall be the Annual Meeting at which annual reports shall be presented. The annual meeting shall be held before June 30th due to the new fiscal year starting July 1st.

Section 4 – Quorum

A quorum must be present to conduct business coming before the Board of Directors or the chapter at any of its meetings. A quorum shall consist of a two-thirds (2/3) majority of the members of the Board of Directors or majority of the members in good standing in attendance at any meeting of the chapter.

Section 5 – Voting

Any chapter member in good standing may vote in the annual chapter election. The candidate with the most votes shall be elected. Voting will be by acclamation when there is only one candidate for a particular office.

Article VI – Board of Directors

Section 1 – Composition

The Baton Rouge / Lafayette Chapter Board of Directors, which is the governing body of the chapter, shall consist of the elected officers, two directors, and immediate past president.

Section 2 – Duties. The Board of Directors shall:

- A. Manage the activities of the Chapter.
- B. Approve an annual budget.
- C. Select the dates and make arrangements for meetings of the members.
- D. Maintain the chapter status of good standing with ARMA International.
- E. Other duties.

Section 3 – Meetings

- A. The Board of Directors shall meet at least 2 times annually, the dates and time to be decided at its first meeting.
- B. A majority of the Board of Directors shall constitute a quorum.
- C. Special meetings of the Board of Directors may be called by the President or by a majority of its members. 5 business days' notice shall be given.
- D. In the case of an emergency or extremely bad weather, a meeting may be canceled by the President.

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.

Article VIII – Committees

The Board of Directors may create such standing committees, as it may deem necessary, to promote the purposes and carry on the work of the chapter. The term of each chairman shall be for one year or until a successor has been selected or the committee is dissolved.

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(s) 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.

Article XI – Amendment

These bylaws may be amended by a two-thirds vote of the Baton Rouge/Lafayette Chapter 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 prior to notice being sent to the members, to insure that the proposed amendment does not conflict with ARMA International Policy. Upon approval, the approved bylaws will be published under the “About Us” section of the Chapter’s website.