

**Bylaws of the Greater Kansas City Chapter  
of  
ARMA International**

**as reformatted for adoption September 30, 2013  
(to conform with ARMA International guidelines)**

# **Bylaws of the Greater Kansas City Chapter Of ARMA International**

## **Article 1. Name**

This not-for-profit organization shall be known as the Greater Kansas City Chapter, ARMA International (formerly the Association of Records Managers and Administrators, Inc.).

## **Article 2. Objectives**

The mission of ARMA International is to provide education, research, and networking opportunities to information professionals and 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.

## **Article 3. Members**

### **3.1 Classes of members**

**3.1.1 Professional.** A duly qualified individual in good standing with the Association entitled to full rights and benefits of ARMA International.

**3.1.2 Honorary.** An individual who has been granted life membership by ARMA International's Board of Directors.

**3.1.3 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, Greater Kansas City ARMA Chapter elections, holding Chapter office or receiving the printed version of the Association's professional magazine.

**3.2 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 Greater Kansas City 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.

**3.3 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 3.7 (below).

**3.4 Good Standing.** A member in good standing is one whose current dues are paid to ARMA International, the Greater Kansas City chapter, and complies with the provisions and obligations of the Articles of Incorporation and the Bylaws.

**3.5 Application.** 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.

**3.6 Non-Renewal and Reinstatement.** 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. A non-renewed member or a former member may apply for membership upon full payment of annual Association and Chapter dues.

**3.7 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. 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 4. Officers and Their Duties**

**4.1 Officers.** The officers of the Chapter shall be the President, President-Elect, Director of Education, Secretary, Treasurer, Immediate Past President, Director of Communications, Director of Arrangements, and Director of Membership.

**4.2 Qualifications.** All officers must be members in good standing of ARMA International and the Chapter.

### **4.3 Nomination and Election**

**4.3.1 Nomination Procedures.** The President Elect shall:

- Secure a nomination for each elective office to be filled from among Chapter members in good standing,
- Obtain consent and commitment to serve if elected from all candidates,
- Present the proposed slate of candidates for approval at the April meeting of the Board of Directors,
- Present the slate to the general membership at the April Chapter meeting
- Arrange for the slate of candidates to be printed in the April Chapter publication
- Count ballots for Chapter elections in accordance with Article 6.3.2 below, Election Procedures.

**4.3.2 Election Procedures.** Ballots will be electronically communicated to all members in good standing by May 1. The members in good standing shall elect successors to the Chapter President-Elect, Secretary, Treasurer, and Directors. Election procedures are:

- Ballots sent to members by May 1.
- Voting shall be by members in good standing.
- Ballots must be completed and submitted by May 7<sup>th</sup>.
- Ballots will be counted in time to announce winning candidates at the May meeting.
- The candidate who receives a majority of votes on any ballot shall be declared elected.
- 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.
- At the conclusion of balloting for each office to be filled, and upon receipt all ballots cast for each such office, the Secretary shall tabulate the ballots cast and report the results to the President, who shall announce the results to the membership.
- The Annual Meeting to announce the results of the election of officers and directors shall be held at the Regular Chapter Meeting in May of each year.

**4.4 Term of Office.** All Officers shall assume office July 1. They shall serve for a term of one year or until their successors are elected and have assumed duties. At the end of the Chapter fiscal year, the President-Elect becomes the new President, and the President becomes the new Immediate Past President. An officer who has served for more than half a term shall be considered to have served a full term. No officer shall serve more than two consecutive terms in the same office.

**4.5 Vacancies.** A vacancy in any office except that of President shall be filled by election by the Board of Directors for the unexpired term. Any elected officer may choose to submit notice of intent to resign due to workload or other emergencies. The Board will honor all notices of resignation and move to fill vacancies as soon as possible.

**4.6 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. All officers are responsible for creating and maintaining official chapter records, transitioning a copy to their BOD replacement and annually to the Chapter Records Manager or designee. The preferred format is pdf.

**4.6.1 The President shall:**

- Be the chief executive officer of the Chapter.
- Preside at meetings of the general membership and Board of Directors.
- Appoint all committee chairmanships, with the approval of the Board of Directors, except those chairmanships held by virtue of office.
- Sign checks in the absence of the Treasurer.
- Sign all contracts or formal instructions obligating the Chapter, with the approval of or by delegation of the Board of Directors.
- Serve as an ex-officio member of all committees, except the Awards Committee.
- Attend two Leadership meetings (national and regional) during the term of office. Budget permitting, the Chapter should pick up this expense (see 7.2 concerning

- financial support of chapter representative).
- Serve as Chair of the Chapter of the Year Committee.
- Serve as Chair of the Special Projects Committee.
- Oversee the Marketing Committee.
- Oversee the Publicity Committee.
- Perform all other duties normally incidental to this office.
- Provide support and leadership for the Chapter Records Manager.

#### **4.6.2 The President-Elect shall:**

- Assume the duties of the President, in the absence of the President.
- Serve as Chair of the Strategic Planning Committee.
- Sign checks in the absence of the Treasurer and President.
- Serve as an ex-officio member of all committees, except the Awards Committee.
- Attend two Leadership meetings (national and regional) during the term of office. Budget permitting, the Chapter should pick up this expense (see 7.2 concerning financial support of chapter representative).
- Other assigned duties.

#### **4.6.3 The Secretary shall:**

- Be responsible for the official records of the Chapter.
- Keep a record of all meetings of the Board of Directors and the Annual Meeting of the membership.
- Be custodian of the corporate seal.
- Other assigned duties

#### **4.6.4 The Treasurer shall:**

- Be the Chief Financial Officer of the Chapter.
- Serve as Chair of the Budget and Finance Committee.
- Prepare a budget for the new fiscal year for presentation at the September Board meeting.
- Advise the Board regarding the budget and other financial matters affecting the Chapter.
- Be responsible for receiving, depositing, disbursing and managing the funds of the Chapter.
- Prepare monthly Treasurer Reports for review and approval by the Board.
- Assist the President and President-Elect as requested.
- Submit reports as required by ARMA International such as the IRS Form 990 mandated for tax purposes.
- Other assigned duties.

#### **4.6.5 The Immediate Past President shall:**

- Serve as Chair of the Bylaws Committees.
- Serve as Chair of the Awards Committee.
- Serve as Parliamentarian.
- Secures and manages annual Chapter sponsors.
- Other assigned duties.

**4.6.6 The Director of Arrangements shall:**

- Serve as Chair of the Arrangements Committee.
- Be responsible for making all necessary meeting arrangements.
- Oversee the logistics of the day of each meeting including name tags.
- Other assigned duties.

**4.6.7 The Director of Education shall:**

- Serve as Chair of the Education Committee.
- Serve as Chair of Chapter Seminars.
- Oversee the activities of Chapter Workshops and CRM Study Groups.
- Be responsible for suggesting and coordinating appropriate educational activities.
- Serve as Chair of the Programs Committee.
- Oversee the activities of the Chapter Library and Librarian.
- Other assigned duties.

**4.6.8 The Director of Membership shall:**

- Serve as Chair of the Membership Committee.
- Maintain the official list of chapter members, tenure, and their contact information.
- Other assigned duties.

**4.6.9 The Director of Communication shall:**

- Edit and update the Chapter Web content and social media sites such as FaceBook, LinkedIn, YouTube.
- Edit and publish the Chapter newsletter, September through June.
- Other assigned duties.

**4.7 Removal**

**4.7.1** 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, including failure to perform duties, may be removed from his/her office by a majority vote of the Board of Directors.

**4.7.2** 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.

**4.7.3** Any officer removed from office under this section shall be ineligible for election to any office for at least one term.

**Article 5. Meetings**

**5.1 Regular Meetings.** Unless otherwise ordered by the Board of Directors, regular meetings shall be held monthly on the second Wednesday of each month, except for the months of July and August.

**5.2 Special Meetings.** A special meeting of the membership may be called by the Board of Directors or by petition to the Board of Directors by 10 members in good standing. Notice of such special meeting shall be sent by the Secretary to all members in good standing at least five days prior to the date fixed for such special meeting, and such notice shall be accompanied by an agenda of the special meeting.

### **5.3 Transition Meeting**

The Board may choose to hold a meeting for the purpose of transitioning the outgoing Board to the new Board. Goals for this meeting include a review and update of the Chapter Strategic Plan, exchange of Chapter operational records from the outgoing Board member to the incoming Board member, and transfer of official records to the Chapter's Records Custodian annually in accordance with the Chapter Records Retention schedule. It is recommended that this meeting be completed between the June and July Board meetings.

### **5.4 June Meeting.**

This is the last meeting of the Chapter Year and is normally reserved for swearing in the new Board of Directors, recognizing the outgoing Board, recognizing milestone tenure and long-term chapter members, announcing and recognizing the Chapter Member of the Year and Chapter Leader of the Year, and any other special recognition or awards from the Award Committee.

## **Article 6. Board of Directors**

**6.1 Composition.** The governing body of the Chapter shall be the Board of Directors. It shall consist of the officers and shall be responsible to the members for the policies and management of the Chapter in accordance with the Articles of Incorporation and Bylaws.

**6.2 Duties.** The duties of the Board of Directors include:

- Approve appointments by the President of committee chairs, except those chairmanships held by virtue of office (see 6.6).
- Revoke any membership for cause after the member has been duly notified of the reasons for such action and has had an opportunity to appear before the Board of Directors (see 3.7).
- Reinstate any delinquent or terminated member in accordance with 3.6.
- Remove any officer with cause (see 4.7).
- Approve the Chapter's annual operating budget and any special requests.
- Recommend amendments or revisions to these bylaws (see Article 12).
- Create and maintain operational records, transitioning them in accordance with Chapter guidelines, policies and procedures.
- Perform other duties as properly devolve upon a Board of Directors of an incorporated association.

**6.3 Monthly Meetings.** Unless otherwise notified, the Board of Directors meetings shall be held monthly. Any Board member unable to attend a Board meeting should notify the President in advance and provide a status report in writing concerning his or her areas of responsibility.

**6.4 Special Meetings.** Special meetings of the Board of Directors may be called by the President or by any four members of the Board of Directors.

**6.5 Quorum.** A quorum must be present to conduct business coming before the Board of Directors at any of its meetings. The quorum shall consist of half of the members of the Board of Directors. No voting by proxy shall be permitted.

## **Article 7. Finances**

**7.1 Fiscal Year.** The fiscal year of the Chapter shall begin on July 1<sup>st</sup> and end June 30th of the following year.

**7.2 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 1<sup>st</sup>.

**7.3 Chapter Disbursements.** All disbursements of Chapter funds shall be allocated by approval of the Board. The Board is allowed to establish budgets for Officers and Committees. Budgeted funds will be reported to the Board as a regular part of the monthly Treasurer's Report.

### **7.4 Annual International Conference and Regional Leadership Conference**

**7.4.1 Representative to the Annual International Conference.** The Chapter President shall be the official representative to the Annual Conference. If the President is unable to attend the Annual Conference, the Board will select a member in good standing as the official representative. The representative will attend the Annual Conference leadership meetings.

**7.4.2 Financial Support of Chapter Representative.** The Board of Directors shall approve conference expenses, limited to registration fees. If the Chapter treasury balance permits and if the delegate's employer does not approve sufficient financial assistance to the representative, travel expenses, including hotel, airfare, and per diem expenses, may also be approved.

**7.4.3 Additional Representatives to Annual International Conference and Regional Leadership Conference.** The Board may support the registration and expenses of additional representatives to the national and/or regional leadership meetings to enhance the effectiveness of chapter operations and assist Board members in assuming new roles. It is recommended that the incoming President be the primary Chapter representative that attends the Midwest Rocky Mountain (MRM) Regional Leadership Meeting held annually in July and at least one other BOD that will be serving in the new Chapter Year. Normally, the Chapter will cover all reasonable expenses related to the Annual MRM Leadership Conference.



## Article 8. Committees

Standing committees and special committees shall be formed and assigned duties or dissolved as deemed necessary by the Board of Directors. With the exception of committee Chairmanships held by virtue of elected office, the President appoints and the Board of Directors approves chairs of all standing committees and special committees. The President and President-Elect shall serve as ex-officio members on all committees except the Awards Committee.

### 8.1 Committees Reporting to the President

- **Special Projects Committee** shall undertake special assignments and coordinate special projects for the Chapter.
- **Chapter-of-the-Year Committee** may document Chapter activities for submittal in Chapter of the Year competition in accordance with ARMA International guidelines.
- **Audit Committee** shall be appointed by the outgoing President and shall consist of two members. The Audit Committee shall provide an annual audit of the books of the Treasurer and Chapter financial records immediately after the close of the fiscal year and shall submit the report in writing to the incoming President within 30 days of the close of the fiscal year.

In addition, the following two committees are subject to oversight by the Chapter President:

- **Publicity Committee** shall be responsible for all public relations assignments pertinent to Chapter activities, and shall be proactive in soliciting publicity in local news media.
- **Marketing Committee** shall be responsible for promoting Chapter benefits and soliciting corporate support for Chapter activities.

### 8.2 Committees Reporting to the President-Elect

- **Strategic Planning Committee** shall develop strategic plans for the following year and long-range plans for the Chapter.

### 8.3 Committees Reporting to the Director of Arrangements

- **Programs Committee** shall be responsible for arranging all programs for the year and for procuring programs for the next year, subject to the approval of the Board of Directors.

### 8.4 Committees Reporting to the Treasurer

- Budget and Finance Committee shall prepare an operating budget for the Chapter fiscal year and appropriate mechanisms for tracking income and expenses.

### 8.5 Committees Reporting to the Immediate Past President

- **Bylaws Committee** shall prepare and submit to the Board for action any amendments or revisions to the Chapter's Articles of Incorporation and Bylaws, submit proposed amendments or revisions to the membership, and be responsible for revising the official

copy of the Articles and Bylaws in accordance with the approved amendments or revision.

- **Awards Committee** shall have the following duties:
  - Select one member for the annual Chapter Member of the Year Award and one member for the annual Chapter Leader of the Year Award from ARMA International and advise the ARMA International Executive Director of the name of the chapter member selected by August 1.
  - Submit all other recommendations to the Board of Directors for approval.

#### **8.6 Committees Reporting to the Director of Arrangements**

- **Arrangements Committee** shall be responsible for recommending and making arrangements for meeting places, facilities, and menus.

#### **8.7 Committees Reporting to the Director of Education**

- **Seminar Committee** shall organize and present Chapter seminar programs with the approval of the Board of Directors, and represent the Chapter on local and regional seminar committees.
- **Meeting Committee** shall organize and present Chapter monthly programs with the approval of the Board of Directors.
- **Workshop Committee** shall organize and present workshop programs, subject to the approval of the Board of Directors.
- **CRM Study Group** Committee shall facilitate Study Group activities and support Chapter Members and candidates as appropriate.

#### **8.8 Committees Reporting to the Director of Membership**

- **Membership Committee** shall recruit new members, retain current members, and maintain membership standards and official records. Any membership applications mistakenly sent to the Chapter will be forwarded to ARMA International Headquarters for processing, along with dues payment.
- **Greeting Committee** shall be responsible for welcoming new members and guests at monthly Chapter meetings and facilitating networking opportunities.

#### **8.9 Committees Reporting to the Director of Communications**

- **Newsletter Committee** shall be responsible for publication of the Chapter newsletter, communications and meeting notices and shall monitor Chapter newsletter production for submittal to ARMA International and Midwest Rocky Mountain regional newsletter competitions as appropriate.
- **Web Content Committee** shall be responsible for maintaining the chapter website with current information on chapter programs, publications, contacts, and other topics as appropriate.

## **Article 9. 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 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 10. 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 11. 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.

## **Article 12. Bylaws History**

These bylaws are:

Successor to ARMA International, Inc.

Successor to Association of Records Managers and Administrators (July 1, 1975)

Successor to American Records Management Association

Adopted	May 14, 1970
Amended	July 1, 1975
Amended	September 8, 1976
Amended	June 19, 1980
Amended	March 2, 1990
Amended	April 1, 1991
Amended	April 27, 1992
Amended	July 1, 1997
Amended	January 1, 2007
Amended	March 23, 2007
Amended	July 6, 2012
Amended	September 30, 2013