

**Bylaws of the
Boston Chapter
of
ARMA International**

Article I - Name

The Association of Records Managers and Administrators, Boston Chapter, Inc. is a Massachusetts Corporation. Hereinafter it shall be referred to as "Chapter," operating as a Chapter of the Association of Records Managers and Administrators, Inc. [ARMA International] hereinafter referred to as "Association."

Article II - Objectives

The purpose of the Chapter is to engage in the following activities:

- A. To promote and advance the improvement of records and information management, information governance, and related fields through study, and education.
- B. To advance professional knowledge and techniques by sharing and exchanging experiences and information related to the fields of records and information management and information governance.
- C. To develop and advance standards of professional competence in the fields of records and information management and information governance.

Article III - Members

Section 1 – Classes of Membership

- A. Professional:
A duly qualified individual in good standing with the Chapter entitled to full voting and other rights and benefits of the Chapter.
- B. Honorary:
An individual who has been granted life membership by the Chapter's Board of

Directors and as defined by the Chapter's policies and procedures. Honorary members are entitled to full voting and other rights and benefits of the Chapter.

C. Associate:

A duly qualified individual in good standing with the Chapter is entitled to limited benefits of the Chapter. Associate membership does not include the privilege of voting in an ARMA International election, Boston Chapter elections, holding Chapter office or receiving the printed version of the Association's professional magazine.

D. Friend of ARMA:

Membership at this Association level does not include membership at the Chapter.

E. Student Membership

Any student, actively engaged in the study of records or information management, archives, or information governance at a college or university, or generally interested in the field of records or information management or information governance, may apply for a student membership. Student members shall not be entitled to vote or to hold office. Student memberships are limited to four years.

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 Boston 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 or Information Governance, 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 and the Boston Chapter, and complies with the provisions and obligations of the Articles of Incorporation and the Bylaws.

Section 5 – Applications

Applications for membership (Professional, Associate, or Student) shall be made by written or on-line 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/or 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 – Termination of Membership

The resignation of any member in good standing shall be in writing and become effective upon submission to the Board of Directors. Any dues paid to a date beyond such resignation period shall not be refundable. Membership may be revoked by vote of the Board of Directors when a member becomes ninety (90) days delinquent in any financial obligation or becomes otherwise ineligible.

Section 9 – Membership Transfer

Individual membership is transferable from one person to another within a given company, provided that the membership fee has been paid by the company. Individual membership in another Chapter of the Association is transferable to the Chapter.

Article IV- Officers and Their Duties

Section 1 – Officers

Officers of the chapter shall be: President, Vice President, Secretary, and Treasurer.

Section 2 – Qualifications

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

Section 3 – Nomination and Election

The officers will be elected as provided in Article VIII.

Section 4 – Term of Office

All Officers shall assume office July 1. They shall serve for a term of 2 years or until their successors are elected and have assumed duties. No officer except the Secretary or Treasurer shall serve more than 1 consecutive term 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

Any vacancy in any office except that of President shall be filled by appointment by a majority of the Directors for the unexpired term.

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 chairmen 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 except the Nominating Committee.

5. Perform all job duties set forth in the ARMA International Chapter Operations e-Handbook
6. Other assigned duties.

B. Vice-President. The Vice-President shall:

1. Be an aide to the President.
2. Perform the duties of the 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. Perform all job duties set forth in the ARMA International Chapter Operations e-Handbook.
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 President within 5 working days following the meeting.
2. Preserve all books and papers belonging to the Chapter.
3. Conduct the official correspondence of the Chapter.
4. Annually update the Massachusetts Secretary of State filing for the Chapter.
5. Perform all job duties set forth in the ARMA International Chapter Operations e-Handbook
6. Other assigned duties.

D. Treasurer. The Treasurer shall:

1. Have custody of all 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 requested by ARMA International.
7. Perform all job duties set forth in the ARMA International Chapter Operations e-Handbook
8. Other assigned duties.

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 majority vote of the Board of Directors.
- 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 in the future.

Article V - Meetings

Section 1 – Regular Chapter Meetings

Regular meetings of the members shall be held from September through May with the exception of February. The dates and arrangements for these meetings shall be determined annually by the Board of Directors at their first meeting held in July or August prior to the commencement of the new Chapter year. In the case of an emergency or extremely bad weather, a meeting may be postponed or cancelled by the President.

Section 2 – Special Meetings

Special meetings may be called by the President, a majority of the Board of Directors, or ten (10) regular members. Two business days or 48 hours' notice of, and reason for, the meeting shall be given.

Section 3 – Quorum

Fifteen members 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, acting as the governing body of the Chapter, shall consist of the elected officers, the immediate Past President, and appointed officers.

Section 2 – Duties. The Board of Directors shall:

- A. Manage the activities 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. Oversee elections by ballot for Board of Director members and officers.
- F. Other duties.

Section 3 – Board Meetings

- A. The Board of Directors shall meet at least three 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. At least two business days or 48 hours' notice shall be given.
- D. In the case of an emergency or extremely bad weather, a meeting may be cancelled by the President.

Article VII - Finances

Section 1 – Fiscal Year

The fiscal year of this Chapter will 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.

Section 3- Spending Authorization

Chapter purchases in excess of \$500.00, with the exception of payment for monthly meeting restaurant expenses, must be approved by the Board of Directors.

Article VIII - Committees

Section 1 – 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 chairperson of the standing committee is appointed by the Board of Directors for a term of one year or until a successor has been selected. The chairperson shall select members to serve on the committee, as required.

Section 2 – Duties of Committees

Committees shall perform duties as specified by the Board of Directors.

Section 3 – Plan of Work

The chairman of each standing committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

Section 4 – Ex officio Member

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

Section 5 – Nominating Committee

The Board of Directors, with the exception of the President, shall appoint the Nominating Committee. The Nominating Committee presents nominated members to the Chapter. Additional nominees may be selected from members in good standing.

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.

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.