

BYLAWS of the Utah-Salt Lake Chapter of ARMA International

ARTICLE I - NAME

Utah-Salt Lake Chapter of ARMA International DBA ARMA Utah-Salt Lake

ARTICLE II -OBJECTIVES

The Utah-Salt Lake Chapter of ARMA International shall hereafter be referred to in these Bylaws as the Chapter. The Chapter Corporation is organized exclusively for charitable, scientific, and educational purposes. Without limiting the foregoing, the corporation is organized to:

Sec. 1

Further the objectives and purposes of ARMA International and provide, within Utah and Northeastern Nevada, all the services, educational and administrative functions that are consistent with those of ARMA International.

Sec. 2

Unite qualified records and information management professionals within Utah for the coordination of their efforts in furthering best practices in the field

Sec. 3

Provide educational and networking opportunities for professionals in the area of records and information management.

ARTICLE III. MEMBERSHIP

Sec. 1 Classes of Members

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, Chapter elections, holding Chapter office or receiving the printed version of the Association's professional magazine.

Sec.2 Requirements

The requirements for each of the various classes of membership, and the processes for application shall be followed according to the Bylaws of ARMA International, as established and published by ARMA International's Board of Directors, in addition to those contained within these Bylaws. Membership in ARMA International or the Chapter shall not be denied nor abridged on account of race, color, religion, sex, age, national origin, disability, sexual orientation, or choice of lifestyle.

Sec. 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 or denied membership in ARMA International or a Chapter thereof, subject to the provisions of Section 7 of this article.

Sec. 4 Good Standing

A member in good standing is one whose current dues are paid to ARMA International and the Chapter and who complies with the provisions of the Articles of Incorporation, the Bylaws, and the Code of Ethics.

Sec. 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.

Sec. 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 ARMA International and Chapter dues.

Sec. 7 Censure. Suspension or Expulsion

Any member may be censured or suspended by a majority vote of the Chapter Board of Directors 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 Chapter Board of Directors for good cause if according to its finding, a violation of any provision or obligation of the Articles of Incorporation 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 Chapter Board of Directors shall provide written notification to the party concerned and afford an opportunity for a hearing before the Chapter Board of Directors or a special committee appointed by the Chapter Board of Directors for this purpose. Should revocation result, any dues paid to a day beyond such revocation will not be refundable.

ARTICLE IV - Officers & Their Duties

Sec. 1 Officers

The officers of the Chapter Board of Directors, hereafter called the Board, shall be President/Chief Executive Officer, Program Manager/Vice President, Membership Director, Public Affairs Director, Hospitality Director, Secretary, Treasurer, and Immediate Past President.

Sec. 2 Qualifications

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

Sec. 3 Nomination and Election

A. Nomination Procedure

The Nominating Committee shall certify nominees for each available office. The elected officers shall be President, Program Manager, Membership Director, Public Affairs Director, Hospitality Director, Secretary, and Treasurer. Nomination requirements provide that a nominee is a member in good standing and is willing and able to serve. Nomination requirements for President provide that a nominee have served on the Board for one (1) year. The Nominating Committee shall then present the names and qualifications of the nominees to the Board prior to May 1st. The Board shall accept the names of nominees unless the Board finds by a majority vote that the official nomination procedure has not been followed.

B. Election Procedures

The Secretary shall be responsible for the preparation and distribution of the ballots. The ballot shall contain the slate of nominees. Ballots must be distributed no later than May 15. All members in good standing as of May 1 shall be eligible to vote for the President, Program Manager, Membership Director, Public Affairs Director, Hospitality Director, Secretary and Treasurer. All ballots must be returned to the

Secretary by June 5 to be valid. The Secretary shall then certify the ballots to be counted. Those nominees receiving a plurality of certified votes for their respective offices shall be declared elected.

Sec. 4 Term of Office

All officers shall assume office July 1. They shall serve for a term as specified, or until their successors are elected and have assumed duties. The President, Program Manager, and Immediate Past President shall each serve for a term of one (1) year. The President shall assume the office and duties of the Immediate Past President upon the completion of term. The Program Manager upon completion of term, may choose to be nominated for President. The Program Manager shall serve a one (1) year term, and may be renominated for the position, or may be nominated for other positions. The Program Manager and President may not serve more than three (3) consecutive terms at a time.

The Membership Director, Public Affairs Director, Hospitality Director, Secretary and Treasurer shall each serve a two (2) year term with the option for re-nomination for one additional two (2) year term. An officer who has served for more than half a term shall be considered to have served a full term. If the Membership Director, Public Affairs Director, Hospitality Director, or Secretary wish to run for Program Manager or President before their term has ended, they may and shall be considered as serving a full term in office. Due to the training required to be Treasurer, their term shall not be considered completed unless they have served more than half a term.

Sec. 5 Vacancy in Office

The Program Manager shall fill a vacancy in the office of the President. If there is a vacancy in the office of Past President, the Board may choose to reach out to members in good standing who have been President in the past to fill the vacancy. A vacancy in any other office shall be filled by appointment by the President with the approval of the Board. A vacancy of this nature shall be filled for the balance of the respective term of office and the replacement shall be eligible for nomination for the office.

Sec. 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, in the adopted parliamentary authority, or by ARMA International.

A. President/Chief Executive Officer.

The President shall be the chief executive officer of the Chapter. He/she shall provide strategic direction for the Chapter and propose goals and objectives to the Board at the Annual Meeting; preside at all meetings of the Board and the Chapter; be responsible for the orderly transfer of records to newly elected officers and chairpersons by June 30th; attend or designate an alternate to attend the annual

ARMA International Conference; and ensure the renewal and preservation of corporate, tax, bank and legal records as required by law.

B. Program Manager/Vice President.

The Program Manager shall serve as the chairperson of the Education Committee, assist the President with Chapter administration, and conduct meetings during his/her absence or inability to serve.

C. Membership Director.

The Membership Director shall serve as chairperson of the Membership Committee.

D. Hospitality Director

The Hospitality Director shall serve as chairperson of the Hospitality Committee.

E. Public Affairs Director.

The Public Affairs Director shall serve as chairperson of the Public Affairs Committee.

F. Secretary.

The secretary shall record and maintain the Board and Chapter meeting minutes and send a copy of the minutes of each meeting to the President within 10 days following the meeting; be the custodian of all the approved Board and Chapter minutes and other official chapter records; maintain the Bylaws and issue copies as authorized; preserve the historical archives of the Chapter, including but not limited to, yearbooks, photos, publications, advertisements and awards; and conduct the official correspondence of the Chapter. At the close of each year, the secretary shall provide a copy of the board meeting minutes to the Corporate Liaison.

G. Treasurer.

The Treasurer shall be the chief financial officer of the Chapter and will maintain current and prior year financial records keeping a full and accurate accounting of receipts and expenditures and ensuring compliance with *Article VII* and documented financial procedures; present a financial report at all Board meetings; prepare an annual financial report, which shall be submitted along with the financial records to the Audit Committee upon request; and submit reports as required by ARMA International. To maintain dual control of all disbursements, the Treasurer monitors all transactions, ensures that transactions are properly documented, and reconciles income and disbursements to the board approved budget, but does not maintain custody of chapter funds or disburse chapter funds. Chapter funds are under the custody of the Chapter President and Chapter Program Manager who make all disbursements. The Board may also assign a third board member (other than the treasurer) to have access to funds and disburse funds in the absence of the President and Program Manager.

G. Immediate Past President.

The Immediate Past President shall advise the Board in operating procedures, serve as Chairperson of the Nominating Committee, and perform such other duties as may be assigned by the Board.

Sec. 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.
- 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 and shall, if he/she expresses a desire in writing, be afforded an opportunity for a hearing before the Board or a special committee appointed by the Board for this purpose.
- C. Any officer removed from office under this section shall be ineligible for election to any office for at least one term.

ARTICLE V - MEETINGS

Sec. 1 Chapter Meetings

Meetings of the Chapter shall be held regularly throughout the fiscal year. The dates for these meetings shall be determined annually by the Board during the Annual Planning Meeting. The programs and arrangements for Chapter meetings shall be made by the Education Committee. In the case of an emergency or severe weather, a meeting may be cancelled or postponed by the President.

Sec. 2 Board Meetings

Meetings of the Board of Directors shall be held in accordance with *Article VI* of these Bylaws

Sec. 3 Special Meetings

Special Meetings of the Chapter or the Board of Directors may be called by the President or by a majority of the Board. At least one week's notice of the meeting shall be given when possible.

Sec. 4 Quorum

- A. A majority of the Board of Directors shall constitute a quorum of the Board at Board meetings.
- B. A majority of the members present at a Chapter meeting shall constitute a quorum of the Chapter for the transaction of business in any meeting of the Chapter.

ARTICLE VI- BOARD OF DIRECTORS

Sec. 1 Composition

The Board of Directors, which is the governing body of the Chapter, shall be composed of the President/CEO, Program Manager/Vice President, Membership Director, Public Affairs Director, Hospitality Director, Secretary, Treasurer, and Immediate Past President. There shall be Chapter Committees and Chapter Liaisons as listed in *Article VIII*. Committee Chairpersons or their representatives and Liaisons may be invited to attend Board meetings and report to the Board as directed by the President and/or the Board.

Sec. 2 Duties

The Board of Directors shall:

- A. Be responsible to the members for the policies and management of the Chapter in accordance with the Articles of Incorporation and the Bylaws of the Chapter.
- B. Manage the activities of the Chapter.
- C. Approve an annual budget and any amendments thereto. D. Select the dates for regular Chapter meetings.

Sec. 3 Meetings

- A. The Board shall have an official meeting following the annual election. The Board shall meet at least six times annually (according to a schedule as approved by the Board) the dates and times to be decided at the Annual Planning Meeting.
- B. The President may call special meetings or reschedule meetings of the Board as needed and shall determine the agenda of all Board meetings.

ARTICLE VII- FINANCES

Sec. 1 Fiscal Year

The Fiscal year of the Chapter shall begin July 1 and end June 30 of the following calendar year.

Sec. 2 Membership Dues

Membership dues shall be evaluated annually and set by the Board. The amount shall be in addition to the dues for membership in ARMA International. The Chapter shall notify ARMA International of any changes in Chapter dues no later than May 1st.

Sec. 3 Delinquency and Reinstatement

A delinquent or former member may apply for reinstatement following the procedure as provided for new members.

Sec. 4 President's Attendance at the ARMA International Conference

In the event the President's employer will not support his/her attendance at the ARMA International Conference, the Board may elect to provide necessary funds for that purpose.

Sec. 5 President and Program Manager Attendance at the Regional Leadership Conference

In the event the President or Program Manager's employers will not support his/her attendance at the ARMA Regional Leadership Conference, the Board may elect to provide necessary funds for such purpose.

Sec. 6 Audit of Chapter Finances

An audit of the receipt, deposit, and disbursement of Chapter funds shall be conducted yearly by the Audit Committee who shall be assisted by the Treasurer. The audit results shall be presented to the Board at the Annual Planning meeting.

ARTICLE VIII - COMMITTEES and LIAISONS

Sec. 1 Committee Chairpersons

There shall be standing committees and ad hoc committees as deemed necessary by the Board. The chairperson of the standing and ad hoc committees, with the exception of the Education, Membership, Public Affairs, Hospitality, Nomination, and Awards committees, shall be appointed by the President with the approval of the Board. The Committee Chairpersons shall select and appoint committee members from the Chapter membership at large. The Chapter President shall serve as ex-officio member on all committees, except the awards and nominating committees.

Sec. 2 Education Committee

The Program Manager/Vice President shall serve as chairperson of the Education Committee. The committee shall organize chapter meetings and programs. As needed, the committee shall develop educational resources that will help chapter members develop professional competencies and prepare to obtain relevant certifications within the records and information management profession. The committee should provide detailed information of all meetings, programs and educational events to the Membership Director, Public Affairs Director, and the Webmaster Liaison for publication at least two (2) weeks prior to an event.

Sec. 3 Membership Committee

The Membership Director shall serve as chairperson of the Membership Committee. The Membership Committee shall maintain the Chapter membership list, create, and disseminate membership packets to new members and disseminate program information to all chapter members. The committee shall take questions from the general membership, publish them, gather chapter member input, and disseminate the information. They shall direct membership drives, provide demographic information about the Chapter to the Board, record, and track membership activity at events, and distribute name tags at Chapter events, and ensure that new members are welcomed and are formally introduced to the membership.

Sec. 4 Public Affairs Committee

The Public Affairs Director shall serve as chairperson of the Public Affairs Committee. The committee shall work to promote the Chapter, establish, and maintain relationships for the Chapter with government, the business community, vendors, and the media. The committee shall promote the Chapter in the local media, regionally and to ARMA International.

Sec. 5 Audit Committee

The Audit Committee shall be appointed by the President, with the approval of the Board, to audit the receipt, deposit, and disbursement of Chapter funds from the previous year, according to audit procedures approved by the Board. The committee shall be comprised of two (2) individuals and shall be assisted by the Treasurer, who shall provide the materials and information needed for the audit. The audit report will be presented to the Board for approval at the Annual Planning Meeting.

Sec. 6 Awards Committee

The current Chapter Member-of-the-Year shall serve as the Chairperson of the Awards Committee. The chairperson shall appoint two members in good standing to assist in the awards nominations. The committee shall consider nominations for Records & Information Management Project Award, Partner Organization of the Year, Chapter Member of the Year, Chapter Leader of the Year, Special Service to the Chapter, and other awards, as they deem appropriate. The committee shall then present their nominations to the Board for their deciding vote during the regular Board meeting in May of each year. In the event that a Board member is nominated for an award, that board member will not participate in board deliberations or voting with respect to the award for which they are nominated.

Sec. 7 Editorial Committee

The Webmaster Liaison shall serve as the Editorial Committee chairperson. The Editorial Committee shall promote records and information management through the use of the Chapter website and shall publish relevant records and information management news gathered from other Chapter committees

and local, state, and national records and information management entities. Reimbursement for web services shall be paid by the Chapter.

Sec. 8 Hospitality Committee

The Hospitality Committee Chairperson and committee members shall be responsible for planning and coordinating Chapter social events and assisting the Program Committee with the social aspects of Chapter meetings. The committee shall ensure that members and visitors feel welcomed.

Sec. 9 Historical Committee

The Historical Committee Chairperson and committee members shall secure such materials as may be needed to develop a history of Chapter activities. The committee may create an electronic "yearbook" annually to share with the Chapter via the chapter web site and for addition to the Chapter archives.

Sec. 10 Nominations Committee

The Nominating Committee shall be composed of the Immediate Past President, who shall serve as chairperson, and two members in good standing. If the Immediate Past President is unable to serve as chairperson, Bylaw's vacancy procedures shall be followed.

Sec. 11 Corporate Liaison

The Corporate Liaison shall be appointed by the President with the approval of the Board of Directors and shall serve as the Chapter Corporation's registered agent with the Utah Department of Commerce, fulfilling those duties laid out by the UDOC; having custody of the current official organizational documents and corporate records such as the Articles of Incorporation, Bylaws, recent Board of Director's minutes; and maintaining the Chapter as a legal corporate entity in the State of Utah.

Sec. 12 Government Liaison

The Government Liaison shall be appointed by the President with the approval of the Board of Directors. He/she shall represent the local Chapter to local, state, or federal government entities.

Sec. 13 Webmaster Liaison

The Webmaster Liaison shall be appointed by the President with the approval of the Board of Directors. He/she shall coordinate the publishing of Chapter information with the Webmaster on the Chapter website.

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 a prescribed in its policies.

ARTICLE X. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts 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 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 ensure that the proposed amendment does not conflict with ARMA International Policy.

President

Utah-Salt Lake Chapter of ARMA International

Revised May 2022