

**BYLAWS
OF
THE GREATER SEATTLE CHAPTER OF
ARMA INTERNATIONAL**

**(A nonprofit organization incorporated under the
Washington Nonprofit Corporation Act, RCW 24.03)**

ARTICLE I – NAME

This nonprofit organization shall be known as the Greater Seattle Chapter of ARMA International (“Chapter”) and shall be a chapter of the ARMA International, a Kansas nonprofit corporation.

ARTICLE II – OBJECTIVES

The mission of the Greater Seattle Chapter of ARMA, International, is to provide education, research and networking opportunities to information professionals, to enable them to use their skills, knowledge and experience to promote the value of records, information, and knowledge as corporate assets and to contribute to organizational success.

ARTICLE III – FISCAL YEAR

The fiscal year of this Chapter shall be July 1 through June 30.

ARTICLE IV - MEMBERSHIP

Section 1 –Membership

Any individual whose primary professional interest is in or who holds a position in the field of Records and Information Management shall be eligible for membership. A member of this Chapter must also be a member of the Association (ARMA International). Membership requires payment of the membership fee set by the Board of Directors and submission of a membership application. Classes of membership are:

- A. Regular. A duly qualified individual in good standing with the Association, entitled to full rights and benefits of ARMA International.
- B. Honorary. An individual who has been granted life membership by ARMA International’s Board of Directors.
- C. Student. Any enrolled full-time post-secondary student. Student membership does not convey the privileges of voting in ARMA International elections or holding office.

- D. Retired. A current or former member in good standing with the Association, who has retired from the profession of records management. Retired membership does not include the privilege of voting in ARMA International election, holding office or receiving *The Information Management Journal*.

Section 2 – Termination of Membership

Any member who resigns shall forfeit any and all membership fees paid and any and all rights and privileges with respect to the organization. The Board of Directors may suspend or terminate membership for cause, by a majority vote of the Board.

Section 3 – Voting Rights

Each member who is not a student or retiree member shall be entitled to one vote upon each matter coming before the membership, which vote may be exercised either in person or by written proxy. In accordance with ARMA International policy, student and retiree members do not have voting rights.

ARTICLE V – FINANCES

Section 1 – Chapter Dues

Membership dues for this Chapter shall be set by the Board of Directors each new fiscal year.

Section 2 – Assessments

Any special assessments shall be levied by a majority vote of the Board of Directors.

Section 3 – Limitations

No dividends shall be paid and no part of the income of the Chapter shall be distributed to its members, directors or officers. The Chapter may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, may confer benefits upon its members in conformity with its purpose, and, upon dissolution or final liquidation, may make distributions to its members as permitted by these Bylaws. No such payment, benefit, or distribution shall be deemed to be a dividend or a distribution of income.

No part of net earnings of the Chapter may inure to the benefit of any private shareholder or individual.

Section 4 – Audits

The Chapter financial records are to be submitted by the Treasurer to an Audit Committee at least annually or more frequently, if requested. The Audit Committee shall consist of three members in good standing appointed by the President. The Treasurer shall provide the Audit Committee with all information and records required to conduct its review. The Committee is charged with reviewing the Chapter's budget and expenditures, and the financial condition of the Chapter's accounts, and for reporting the results of the audit to the Board of Directors at the meeting most closely following the conclusion of the audit.

Section 5 – Dissolution

Upon dissolution of the Corporation, all of its assets shall be paid over or transferred to one or more exempt organizations of the kind described in Section 170 (b) (A) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder, as both now exists or may hereafter be amended. In addition, dissolution of this Corporation shall be in compliance with the laws set forth in the State of Washington (Title 24, RCW 24.03).

Section 6 – Budget Approval

The proposed annual budget shall be approved by majority vote of the Board of Directors and reported to the membership.

ARTICLE VI – ORGANIZATION

Section 1 – Board of Directors

The Board of Directors is responsible for the policies and management of the Chapter. It shall have the power to perform any and all of the duties as properly devolve upon a Board of Directors of an association, consistent with the Chapter Bylaws.

The Board of Directors shall consist of elected Chapter officers. The Board has the authority to appoint officers to fill vacancies in any office listed in Article V, Section 2.

A quorum is required to transact Chapter business. A quorum consists of two-thirds of the officers serving on the Board of Directors.

Section 2 – Officers

The elected officers of this Chapter who are the Board of Directors are:

President
Vice President

Secretary
Treasurer
Membership Director
Programs Director

The immediate Past President may volunteer to be a member of the Board of Directors after serving for one year *ex officio*, as described below (Article XII).

Other Chapter positions may be appointed by the President subject to approval by the Board of Directors. (Such positions are not to be named in the Bylaws because they have limited scope and will change with the times and needs of the Chapter. Examples of such positions are “Arrangements Coordinator,” “Newsletter Editor,” and “Web Master.”)

Section 3 – Duties of Chapter Officers

The duties of the officers are as described, but may be clarified, enlarged, or restricted by policies adopted by the Board of Directors.

ARTICLE VII – ELECTIONS

A nominating committee (ordinarily led by the Past President or, if none, by an appointee of the President) shall prepare a slate for offices to be filled by election for presentation to the Board of Directors at a Board meeting at least one month prior to the election.

Ballots (in a format to be determined by the Board) will be provided to members at least two weeks prior to the annual election. The annual election shall be held no later than the end of May. Elected officers remain in their positions until their successors are qualified and seated.

A candidate shall be considered elected upon receiving a majority of the votes cast. In the event no candidate receives a majority, the candidate with the lowest vote total shall be dropped from consideration and a run-off vote held.

At the conclusion of the balloting, all ballots shall be collected and delivered to the Chapter Secretary (or designee named by the President). The Secretary or designee and another chapter member (who may be a member of the Nominating Committee) shall tabulate the ballots and report the results to the President and to the Chair of the Nominating Committee.

ARTICLE VIII – COMMITTEES

The Board of Directors has authority to form committees and appoint chairpersons.

ARTICLE IX – MEETINGS

Section 1 – Regular Meetings

The Chapter must have at least one regular membership meeting in each fiscal year. Ordinarily, the Chapter will meet monthly at a regular time, except during the summer months, unless a meeting is called by the Board of Directors.

Section 2 – Board of Directors

The Board of Directors shall meet on a schedule to be established by the Board. Board meetings are open to the members who wish to attend as observers.

Section 3 – Special Meetings

A special meeting shall be called by the President or, if the President is absent or unable or refuses to act, by any other Director, when requested as follows: by the President; by petition to the President by two-thirds of the Board of Directors; by petition to the President of 20% of the total members in good standing.

A. Notice. Notice of such special meetings, unless waived by attendance there at or by written consent to holding the meeting, shall be given by written notice sent via mail or electronically at least five (5) days before the date of such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon, addressed to the Director at his residence or usual place of business. The person who has called a special meeting shall direct the means by which the notice shall be given and by whom the notice shall be disseminated. The notice shall contain, at a minimum, the time and place of the meeting and shall briefly state the purpose of the meeting.

B. Agenda. The agenda of special meetings shall include agenda items enumerated in respective petitions as in Article IX, Section 3, Special Meetings, above.

ARTICLE X – AMENDMENTS

Any revisions or amendments to these Bylaws shall be submitted for review by the Region Manager and ARMA International Director of Member Services prior to their adoption, to ensure that the proposed changes do not conflict with ARMA International policies. Such changes to these Bylaws may be adopted by the Board of Directors upon a two-thirds vote. Changes in the Bylaws shall be reported to the membership.

ARTICLE XI – PARLIAMENTARY AUTHORITY

Roberts' Rules of Order, Newly Revised, shall govern the proceedings of the Greater Seattle Chapter of ARMA, International in all cases not provided for in these

Bylaws or the Chapter's Articles of Incorporation and ARMA International Administrative Letters.

ARTICLE XII – INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Chapter shall indemnify any director or officer or former director or officer of the Chapter, or any person who may have served at its request, against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted or neglected by him or her as such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or intentional misconduct in the performance of duty.

PRESIDENT

Nature and Scope

Subject to the guidance of the Board of Directors, the President serves as the executive officer of the Chapter. The President is responsible for planning, development, direction and overall operations of the Chapter.

Specific Duties

1. Presides at meetings.
2. Recommends appointment of committee chairpersons.
3. Serves as *ex-officio* member to all committees.
4. Proposes the annual budget.
5. Approves expenditures.
6. Acts as a signature authority for financial accounts.
7. Convenes Board of Directors meetings.
8. Reports to the membership about the activities of the Chapter and Board.
9. Is authorized, upon approval of the Board of Directors, to enter into contracts or other obligations on behalf of the Chapter.

PAST PRESIDENT

Nature and Scope

The immediate Past President serves as an *ex officio* member of the Board of Directors for a minimum of one year, and may serve further as a volunteer member of the Board of Directors to assist in the maintenance of the continuity of Chapter leadership. Duties of the Past President shall be performed by the Vice President if the immediate Past President is not on the Board of Directors.

Specific Duties

1. Convenes and chairs a nominating committee to recruit potential officers for the Chapter.
2. Oversees the Chapter's program for awards and recognition.
3. Performs such other duties as may be assigned by the Board of Directors.

VICE PRESIDENT

Nature and Scope

The Vice President is a member of the Board of Directors. This officer steps in to perform the duties of the President when the President is not available or when the office of President is vacant. If no Past President is on the Board, the Vice President may be designated by the President to perform some or all of the duties of that officer. Otherwise, the Vice President supports the operation of the Chapter by assisting other officers, taking on special responsibilities, leading special project work groups, and the like.

Specific Duties

1. Performs the duties of the President in the President's absence and serves as Acting President when there is a vacancy in that office.
2. Upon appointment by the President, performs the duties assigned to the Past President (above) when there is no Past President on the Board of Directors.
3. Performs such other duties as may be assigned by the President or Board of Directors,.

SECRETARY

Nature and Scope

Serves on the Board of Directors, with responsibility for maintaining the official records of the Chapter, and managing the Chapter's archives, Bylaws, and other records.

Specific Duties

1. Is the official custodian of Chapter records.
2. Prepares Minutes of the meetings of the Board of Directors and submits them for their approval.
3. Oversees any assignment, committee, or group handling the Archives/History, Legislative, Publicity, or Bylaws related activities of the Chapter.
4. Is responsible for receiving all ballots cast in the Chapter's election of officers (and for any other ballots issued by the Board for a vote by the members) and for tallying the results, with the assistance of a Chapter member named by the President. Reports results to the President and to the Chair of the Nominating Committee.

TREASURER

Nature and Scope

Serves on the Board of Directors with responsibility for all funds and finances of the Chapter.

Specific Duties

1. Serves as custodian of the Chapter treasury.
2. Acts as a signature authority for financial accounts.
3. Receives and deposits income to the Chapter.
4. Ensures timely payment of all financial obligations of the Chapter.
5. Maintains financial records that are subject to an annual audit. Presents regular financial reports to the Board of Directors, at least quarterly or upon request.
6. Tracks expenditures and revenues against the Chapter's adopted budget.
7. Provides budget and financial statements as needed.
8. Files tax accounting information required by ARMA International prior to August 15 in order for International to file with the IRS for the Greater Seattle Chapter or, if this is not accomplished successfully, completes the IRS Form 990 and files it on behalf of the Chapter with the Internal Revenue Service by the deadline.

MEMBERSHIP DIRECTOR

Nature and Scope

Serves as a member of the Board of Directors and develops and maintains all technical phases of the Chapter Membership program. Takes the lead in membership recruitment and retention planning.

Specific Duties

1. Maintains the membership data.
 - A. Provides updated membership directories as directed by the Board.
 - B. Helps ensure mailing labels are reflective of current member information.
 - C. Helps ensure current information is used for Chapter seminars and meetings:
 - (1) Nametags for members, guests, and other attendees
 - (2) Lists of attendees
2. Manages the Chapter's "Opt-In Member Directory," providing opportunities for members to publish their contact information for use by other members; protects the regular membership records against unauthorized or inappropriate disclosures.
3. Heads the Chapter's recruiting efforts, promoting ARMA in the community and ensuring that members and prospective members are informed about membership benefits, opportunities, and issues.

PROGRAMS DIRECTOR

Nature and Scope

Serves as a member of the Board of Directors and develops and carries out plans for obtaining and arranging for speakers and other programs at Chapter meetings.

Specific Duties

1. Plans programs for the Chapter's meetings:
 - A. Develops a programs plan for meetings for the ARMA year (September – June).
 - B. Obtains input from Chapter members on topics, speakers, presentations, and activities that the Chapter might sponsor through its programs.
 - C. Submits the programs plan to the Board of Directors for review, comments, suggestions, assistance, and approval. (Ideally, a plan for the upcoming ARMA year could be presented at a preceding June or July board meeting.)
 - D. Contacts prospective speakers, presenters, or other persons needed for the programs in advance, securing commitments to participate and agreement on the subject or activity.
 - E. Identifies costs related to any program (e.g., speaker travel assistance, supplies, speaker gifts from the Chapter) and requests authorization for the Chapter to cover those costs.
2. Obtains and disseminates information promoting the Chapter programs:
 - A. Obtains speaker biographical information, details about topics or activities, and other information needed to prepare descriptive and promotional materials for the membership and other potentially interested persons.
 - B. Ensures that a written description of the program, with biographical and professional information about the presenter(s), is published in the Chapter newsletter, on its Web site, and through other publicity the Chapter might undertake.
3. Manages logistics of programs:
 - A. Arranges for technical, setup, or other arrangements needed for a program to take place (e.g., screens, computers, projectors, handouts).
 - B. Ensures that the speaker is properly introduced at the time of the program (by oneself, the Chapter president, or an alternate emcee).
 - C. Ensures that the presenter(s) is thanked and provided with the Chapter's gift or other token of appreciation at the end of the program.
 - D. Follows up with the presenter(s), expressing the Chapter's thanks, sharing evaluation results (if any), and seeking feedback.
 - E. Obtains feedback from attendees and the Board on each program.
4. Provides advice and help to planners of other programs and events, e.g., Chapter sponsored seminars.
 - A. While not responsible for programs other than the regular Chapter meeting programs, shares experience gained from performing these functions with those who are planning such events.

- B. Keeps a record of lessons learned for use in planning future programs.