Event Title: August 2022 Board Meeting Minutes / Strategic Planning
Date: August 16, 2022
Time: 11:00 a.m. - 2:30 p.m. (Lunch 11:00-11:30; Board Meeting 11:30-1:30; Strategic Planning 1:30-2:30)
Location: Carlson Towers, 601 Carlson Pkwy, Minnetonka, MN

Meeting Minutes:

I. Call to Order @ 11:35 a.m.
   • Members in attendance: Susan McKinney, Rosanne Stoltz, Ben Greene, Mary Waytashek, Natasha Krentz, Chris Johnson, Niki Engler, Kyle Hjelmstad; John Neuman
   • Members absent: DeAnna Lilienthal
   • Guests:

II. Minutes:
   • July 19, 2022, Minutes
     i. Discussion: None
     ii. Vote to approve the July 19, 2022, Minutes:
        1. Motion: Ben Greene
        2. 2nd: Susan McKinney
        3. Vote: unanimously approved

III. Treasurer’s Report:
   • July Financials
     i. Discussion: Budget is not included yet.
     ii. Vote to approve the July financials: Delayed until budget has been added
        1. Motion: None
        2. 2nd: None
        3. Vote: None

IV. Approval of Chapter Bylaws:
   • Chapter Bylaws Amendment (included with minutes)
     i. Discussion: Additional revisions were made at the meeting. ARMA International needs to review the amendments to the by-laws before they are sent to the membership. The by-laws must be sent to the members 30 days prior to the membership voting on the amendment to the bylaws. A majority (>50%) of members must approve the revisions. A guide could be developed to summarize the changes.
     ii. Vote to approve the revised chapter bylaws including the revisions made at the meeting as of 8/16/22:
        1. Motion: Susan McKinney
        2. 2nd: John Neuman
        3. Vote: unanimously approved
V. Approval of Updates to Board of Director Positions:

- Approve Kyle Hjelmstad as Director of Arrangements; Niki Engler as Director of Communications; Member-at-large becomes a voting member; Webmaster becomes a Director of Technology
  i. Discussion: It was agreed to amend this motion into four separate motions
  ii. Vote to approve the updates to board positions
      1. Motion: Mary Waytashek
      2. 2nd: John Neuman
      3. Vote: None – the motion was amended to vote separately on each item

- Approve Kyle Hjelmstad as Director of Arrangements
  i. Discussion: None
  ii. Vote to approve Kyle Hjelmstad as Director of Arrangements
      1. Motion: Natasha Krentz
      2. 2nd: Ben Greene
      3. Vote: unanimously approved

- Approve Niki Engler as Director of Communications
  i. Discussion: None
  ii. Vote to approve Niki Engler as Director of Communications
      1. Motion: Natasha Krentz
      2. 2nd: Susan McKinney
      3. Vote: unanimously approved

- Approve update from Webmaster to Director of Technology
  i. Discussion: By updating this position from Webmaster to Director of Technology, Chris Johnson would become a voting member of the board.
  ii. Vote to approve update from Webmaster to Director of Technology Motion: Natasha Krentz
      1. Motion: Natasha Krentz
      2. 2nd: Ben Greene
      3. Vote: unanimously approved

- Approve addition of Natasha Krentz as Director of Special Projects
  i. Discussion: Natasha Krentz would like the opportunity to work on special projects for the chapter. By updating this position from Member-at-Large to Director of Special Projects, Natasha Krentz would become a voting member of the board. Initially this was tabled, but it was brought forward later in the meeting as part of the leadership conference discussion because the board agreed attendees of the leadership conference should be in Director positions.
  ii. Vote to approve addition of Natasha Krentz as Director of Special Projects
      1. Motion: Mary Waytashek
      2. 2nd: Susan McKinney
      3. Vote: unanimously approved

VI. ARMA Int'l Attendance and approval for chapter leadership conference

- The following board members are attending the ARMA International Conference: Natasha Krentz; Ben Greene; John Neuman (attending as a vendor); Kyle Hjelmstad; Mary Waytashek; Niki Engler.

- Natasha Krentz and Niki Engler have expressed an interest in attending the leadership conference following the conference.
The board agreed to send Niki Engler to the leadership conference to be reimbursed by ARMA International. The chapter will reimburse Natasha Krentz for leadership conference from the President’s budget. Mary Waytashek will connect with DeAnna Lilienthal to confirm.

VII. Board Reports:

- Past President - Susan McKinney
  i. Susan McKinney will submit approved updated bylaws to Heather Lehman at ARMA International with a high-level summary of changes.

- President - Mary Waytashek
  i. Mary Waytashek will send board updates to Heather Lehman at ARMA International.
  ii. Sue Dickens, previous Director of Communications, has resigned. Niki Engler to contact Sue Dickens to assist with providing access to Constant Contact and to transition Director of Communications work.
  iii. Confirmed who has access to Gmail accounts. DeAnna Lilienthal has access to the arrangements email account and Rosanne Stoltz has access to the general gmail account for the chapter.

- Secretary - Rosanne Stoltz
  i. Shared repository for shared materials (minutes to review, financials, agendas, etc.)
     1. Due to issues with access, we will continue to send attachments. Mary Waytashek will consolidate attachments into one email prior to each board meeting.
     2. Mary Waytashek will review and consider Star chapter or other options (i.e. Teams).
  ii. List of disposition materials
     1. Natasha Krentz reported a retention schedule update was in progress and stopped in March 2020.
     2. Rosanne Stoltz will review the chapter retention schedule and proposed updates with Natasha Krentz.

- Treasurer - DeAnna Lilienthal
  i. DeAnna is working on chapter registration with Secretary of State.
  ii. Mary Waytashek will be added to the chapter’s accounts once registration is complete.

- Communications – Niki Engler
  i. Items for the newsletter are due Monday, 8/22/22.
  ii. Niki Engler needs access to Constant Contact. Niki Engler will contact Sue Dickens to set up access and training. John Neuman will also be set up.
  iii. The newsletter will include information about upcoming events / September meeting.
  iv. A CRM / CRA workshop will be available at ARMA International.
  v. Natasha Krentz will organize a day, time, and place to meet and take a chapter photo at ARMA International and provide information to Niki Engler and Chris Johnson for publication in the newsletter and website.

- Membership - John Neuman
  i. The chapter had 66 members at the end of last year and currently has 65.
  ii. John Neuman will download the active list and compare against old lists to be able to see when members drop off.
  iii. The board discussed how we ensure that partner organizations hear from the chapter on opportunities offered.
iv. John Neuman needs access to Constant Contact to ensure potential members are receiving chapter communications.

v. The board also discussed student memberships and giving members who are not reimbursed an opportunity to volunteer and get engaged / TC Member Scholarships (CRM, CRA, IGP, etc.).

vi. Mary Waytashek will reach out to Kurt Neumann to see if he can support membership/vendor relations.

- Programming - Ben Greene
  i. Roughly half of the program year is confirmed.
  ii. Mary shared a month-by-month update on the program plans to date.
  iii. Kyle is working on locations / arrangements.
  iv. Program information will be provided to Chris Johnson for publication on the website and to John Neuman to be used in recruiting efforts.

v. The board discussed and agreed on the charges related to the program year.
   1. No early-bird discount, but a target date for registration will be included.
   2. Fee Structure:
      a. Webinar meetings
         • Regular Member = $10
         • Non-Member = $15
      b. Fall Conference
         • Member - $50
         • Non-Member - $75
      c. Conference
         • Regular Member – $150
         • Non-member - $175
         • Multi-registration (3 or more) - $110
         • Student = $75

- Motion – Approve Fee Structure as Presented
  i. Discussion: Related to charging a fee for webinars, several reasons were provided as follows: 1) the webinars provide value to members; 2) other chapters in the region are charging for members and attendees may receive a copy of the slide deck or are included in vendor drawings, etc. particularly when doing hybrid meetings. 3) People may prioritize the session if they have paid for it. On a side note: Kurt Neumann may be willing to set up a hybrid meeting for spring conference.
  ii. Vote to Approve Fee Structure as Presented
      1. Motion: Susan McKinney
      2. 2nd: Ben Greene
      3. unanimously approved

- Web Master - Chris Johnson
  i. Chris Johnson continues to improve the website, making sure it remains current.

- Director of Special Projects - Natasha Krentz
  i. Celebration of Chapters Information submitted to ARMA Int’l for Nashville.
  ii. Mousepads are available for conferences.
  iii. The chapter’s archival photos need to be reviewed.
VIII. Member News and Views
   i. A way to get to know each other better. Our opportunity to share anything we want with
      our fellow board members – the good, the bad, and can even be the ugly.
   ii. Items shared during this portion are not captured in the minutes as they are personal
       and not chapter business.

IX. Reminders:
   ● Send items to be included in the monthly newsletter to Niki Engler by Monday next.

X. Future Business/Topics/Projects
   ● Next Board Meeting – September 13, 2022
     i. Teams meeting
     ii. Time: 1:30-3:00 pm
     iii. If you have something you want on the agenda, please send it to Mary Waytashek.

XI. Meeting Adjourned @ 1:23 p.m.
   ● Motion to adjourn made by: Mary Waytashek
   ● Seconded by: Ben Greene
   ● Vote: unanimously approved

XII. Following the board meeting, the board met to discuss strategic plans for the chapter.
BYLAWS OF THE TWIN CITIES CHAPTER
OF
ARMA INTERNATIONAL

ARTICLE I – NAME
This organization is incorporated in the State of Minnesota as the Twin Cities Chapter Association of Records Managers and Administrators, Inc. (ARMA). Notwithstanding any other provision of these articles, the Twin Cities Chapter of ARMA shall not carry on any other activities not permitted by an organization exempt from Federal income tax under Section 501(c) (6) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE II – OBJECTIVES
The objectives of this Chapter shall be to provide education, research, and networking opportunities to information professionals.

ARTICLE III - MEMBERS
Section 1 – Classes of Members.
A. Professional Chapter Member: A duly qualified individual in good standing with the Association entitled to full rights and benefits of ARMA International.

B. Associate Chapter Member: A duly qualified individual in good standing with the Association entitled to the same rights and benefits of Associate membership in ARMA International.

B. Honorary Member: An individual who has been granted life membership by ARMA International's Board of Directors.

C. Student Member: Any enrolled full time post-secondary student. Student membership does not convey the privileges of voting in ARMA International elections, Twin Cities Chapter elections, or holding Chapter office.

D. Retired Member: 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 elections, Twin Cities Chapter elections, holding Chapter office, or receiving publications.

E. Honorary Chapter Member: A current or retired member who has rendered extraordinary service to the Chapter and upon whom the Board of Directors has conferred such status. Payment of International Association dues shall be made by the Chapter, and the Chapter dues are waived.

F. Past ARMA International Presidents: A current or retired member who has rendered service by performing the duties of ARMA International President. Payment of International Association and Chapter dues are
waived by ARMA International and by the Chapter.
Section 2 – Requirements. The requirements for each of the various classes of Membership, in addition to those contained within these Bylaws and the Bylaws of ARMA International, and the processes for application, shall be established and published by the ARMA International Board of Directors, with the exception of the Honorary Chapter Member and Past ARMA International President. Individuals meeting the criteria for membership in any class may join the Chapter by paying ARMA International and Chapter dues. Membership shall be open to any interested person. Membership in ARMA or the Twin Cities Chapter shall not be denied nor abridged on account of race, color, religion, sex, age, national origin, disability, sexual orientation, or choice of lifestyle.

Section 3 – Qualifications. Any individual who is generally interested in the field of Records and Information Management, shall be eligible for membership in ARMA International or the Twin Cities Chapter, subject to the provisions of Section 6 of this Article.

Section 4 – Good Standing. A member in good standing is one whose current dues are paid to ARMA International, the Twin Cities Chapter, and who complies with the provisions and obligations of the Articles of Incorporation and the Bylaws.

Section 5 – Applications. Applications for membership shall be made 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.
A. Any member may be censured or suspended from Chapter Activities by majority vote of the Board for good cause if according to its findings, a violation of any provision or obligation of the Articles of Incorporation, Bylaws, or governing documents, has occurred.
B. Any member may be expelled from the Chapter by majority vote of the Board for good cause if according to its finding, a violation of any provision or obligation of the Articles of Incorporation, Bylaws, or governance documents has occurred.
C. Conduct unbecoming a member, conduct detrimental to the welfare of ARMA International or the Chapter, and indebtedness to ARMA International or the Chapter shall also be cause for such disciplinary action. When such action is
contemplated, the Board 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.
1. Should revocation result, any dues paid to a date beyond such revocation
will not be refundable.
2. Prior to taking action, the Chapter Board will consult with the Director
of Membership for ARMA International.

ARTICLE IV – ORGANIZATION

Section 1 – Governance. The Twin Cities Chapter of ARMA is governed by a
Board of Directors (the Board). The Board consists of elected officers and
appointed directors.

Section 2 – Qualifications. All members of the Board shall be members in good
standing of ARMA International and the Chapter.

Section 3 – Elections. The elected officers of the Chapter shall be the President,
Secretary and Treasurer. Elected officers shall be elected by ballot, either
electronic or paper, in accordance with appropriate Chapter policies and
procedures.

A. Terms of Office and Duties of Officers. All officers shall assume office
July 1. They shall serve for a term of at least one 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.

B. Vacancies. A vacancy in any office except that of Board Chair shall
be filled by appointment by the Board for the unexpired term. A vacancy in
the Board Chair position will remain vacant.

C. Duties and Responsibilities. The officers shall perform the duties
provided in this section and such other duties as are prescribed in the Twin Cities
ARMA Chapter Operating Procedures, or by ARMA International.

Duties of Officers:

1. **Board Chair** (one year position): The Board Chair ensures the board meets
its obligations and fulfills its governance responsibilities. The Board Chair is
the immediate Past President and a voting member of the Board of Directors.

2. **President** (one year position): The President provides direction and
oversight to all board members and officers of the Twin Cities ARMA
Chapter. The President shall preside at all meetings of the members and
at all meetings of the Board. The President is a voting member of the
Board of Directors.

3. **Treasurer** (two-year position): The Treasurer shall be responsible to receive,
deposit, disburse and manage the funds of the Chapter and shall administer
the Chapter credit card program and is a voting member of the Board of
Directors.

4. **Secretary** (one year position): The Secretary shall be responsible for the
official records of the Chapter and keep a record of all meetings of the Board
of Directors. The Secretary is a voting member of the Board of Directors.
Section 4 - Appointed Directors
A. The Board will determine yearly what and how many appointed Director positions, and their associated duties, are necessary based on needs of the chapter and interest from the membership.
B. Appointed Directors will take office on July 1, or when appointed, and are then considered seated. Each appointed Director is a voting member of the Board of Directors.
C. Shared Director positions are entitled to one vote.
D. Special Committee chairs are not entitled to a vote at Board meetings.

Section 5 – Removal/Resignation
A. Any Chapter officer or appointed director 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 (refer to the Chapter Operating procedure document for further detail).

B. When such action is contemplated in the case of an officer or appointed director, 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 or appointed director removed from office under this section shall be ineligible for election or appointment to any office for at least two terms.

D. Any Board member may resign at any time by giving written notice of resignation to the President. Such resignation shall take effect at the time specified therein, or if such time is not specified, immediately upon its receipt by the President. The Board shall honor all notices of resignation and move to fill necessary vacancies as soon as possible.
ARTICLE V – BOARD OF DIRECTORS
The Twin Cities Chapter of ARMA is governed by a Board of Directors (the Board). The Board consists of elected officers and appointed directors. The Board is governed by all sections of Article IV. All decisions regarding the business of the Chapter are made by the Board. No one elected officer or appointed director has the authority to make decisions on behalf of the Chapter. All Chapter business will be conducted during meetings or by using electronic means (conference calls or email).

ARTICLE VI – MEETINGS
Section 1 – Regular Meetings. The Chapter shall hold general membership meetings as scheduled by the Board.

Section 2 – Board of Director Meetings. There shall be regular meetings of the Board. Meetings may be held either in person or by use of electronic means.

Section 3 – Special Meetings. A special meeting is any meeting called in addition to regular meetings, designated for a specific purpose. Special meetings may be called by the President or by a majority vote of the Board. At least 24-hour notice of the meeting shall be given.

Section 4 – Quorum. If a vote is being taken for the transaction of Chapter business, a quorum must be present. Quorum constitutes the majority of seated positions of the Board. Each board position present and in good standing shall be entitled to one vote. There will be no voting by proxy unless approved by the board.

ARTICLE VII – FINANCES
Section 1 – Fiscal Year. The fiscal year of the Chapter shall begin on July 1, and end June 30 of the following year.

Section 2 – Budget. Board members are responsible for submitting a budget for each new fiscal year. The budget shall be prepared and submitted for Board approval. Any supplemental budget amounts that may be necessary must be presented to the Board for approval (refer to the Chapter Financial procedure document for further detail).

Section 3 – Membership Dues. Chapter dues for each member shall be set by the Board in advance of the new fiscal year. That amount will be in addition to the membership dues designated by ARMA International. All membership dues are processed through ARMA International and then reimbursed to the chapter.

Section 4 – Assessments. There shall be no assessments except as approved by a majority (more than half) vote of the Chapter membership present at any regular Chapter meeting.

Section 5 - Loss of Membership. Any member whose dues have not been paid within one month of their membership expiration date will be considered delinquent and no longer a member of the chapter, with all rights and privileges in the Chapter suspended.
ARTICLE VIII – COMMITTEES
Standing or Special Committees may be created by the President with approval of the Board. All committee members shall be members in good standing of ARMA International and the Chapter.

ARTICLE IX – GOVERNANCE DOCUMENTS
The governance documents are separate processes for running the Chapter as relates to finances, job descriptions, and operating practices. All Board members are required to adhere to all governance documents, or will be subject to Article IV, Section 5.

ARTICLE X - OFFICIAL PUBLICATION
The official publication of the Twin Cities Chapter shall be the Chapter newsletter.

ARTICLE XI – 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 XII – 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 XIII – AMENDMENTS
Section 1 – Amendments.
A. These Bylaws may be amended by a majority (more than half) vote of the active members voting provided that notice of the proposed amendment has been in writing at least thirty 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.
B. These Bylaws may also be amended by a majority vote (more than half) of the Board at any meeting of that body when it deems such amendments necessary to the smooth management of the Chapter. Such amendments shall be in full force and effect unless altered or rescinded by the members of the Chapter at the next regular meeting.
C. Amendments to the Bylaws may be proposed by the general membership. Proposals shall be made in writing by at least five members and filed with the Secretary.

Section 2 – Publication of Amendments. Any adopted amendments shall be published (or referenced) in the Chapter newsletter or posted to the Chapter website.

History:

ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATORS, INC.
Successor to _______________

ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATORS
Successor to (July 1, 1975)

AMERICAN RECORDS MANAGEMENT ASSOCIATION
Adopted - March 13, 1956
Amended - May, 1969 Amended
- May, 1973 Amended - May,
  1975 Amended - September,
Amended - June 13, 1988
Amended - April 22, 1999
Amended - January 14, 2003
Amended - December 1, 2004
Amended - June 10, 2005
Amended - September 11, 2007
Amended - May 13, 2008
Amended - September 15, 2009
Amended - September 13, 2011
Amended - October, 2013
Amended - August 16, 2022