

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.

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

D. 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 ARMA International. 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 by the membership expiration date 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 dissemination of voting to the membership. Proposed amendments shall be reviewed by ARMA International's Director of Member Services 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, 1975
Amended - September, 1976
Amended - January, 1981
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