

**Bylaws of the Northern New Jersey - Summit Chapter  
Of  
ARMA International**

(Amended April 28, 2009)

**ARTICLE I - NAME  
NORTHERN NEW JERSEY - SUMMIT CHAPTER, INC.  
ARMANNJ Chapter**

**ARTICLE II - OBJECTIVES**

"The purposes for which this corporation is formed are: To advance the principals and practices of good records management."

**ARTICLE III - Members**

Section -1 Class of Members:

A. Regular Chapter Member:

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, Northern New Jersey – Summit Chapter elections, or holding Chapter 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 any ARMA International elections, Northern New Jersey – Summit Chapter elections, holding Chapter office, or receiving *The Information Management Journal*.

Section -2 Requirements:

The requirements for each of the various classes 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 Northern New Jersey – Summit 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, 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, the Northern New Jersey – Summit Chapter, and complies with the provisions and obligations of the Articles of Incorporation and the Bylaws.

Section -5 Applications:

Applications for membership (regular, student or retired) shall be made on forms furnished by ARMA International for this purpose. Applications are to be sent directly to ARMA International. The duration of membership is for one (1) year and is renewable annually.

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 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.

## **Article IV - Officers and Their Duties**

### **Section -1 Officers:**

Officers of the Corporation shall be: President, Executive Vice President, Vice President - Programs, Vice President - Membership, Vice President – Marketing and Advertising, Secretary, Treasurer, Immediate Past President and three (3) Directors designated as Director-1, Director-2 and Director-3.

### **Section -2 Qualifications:**

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

### **Section -3 Nomination and Election:**

#### **Nominating Procedures:**

The Nominating Committee shall prepare a slate of at least one nominee for each elective office to be filled. This slate shall be submitted to the Board of Directors at least two months prior to the Annual Business Meeting. The Board of Directors shall vote on the slate of nominees and shall establish the date by which all ballots to be validated must be returned.

#### **Election Procedures:**

The Immediate Past President will be the Chairperson of the Elections Committee. If the Immediate Past President is unable to perform the required duties, the President shall appoint another Chairperson. The Chairperson shall not be a nominee for elective office. The Chairperson shall prepare ballots designating the name of each nominee and the office for which each is proposed. Blank spaces shall be provided for write-in votes for each office.

Within two (2) weeks of the date the slate of nominees is approved, ballots shall be provided to all Chapter members in good standing. These ballots shall be returned, as specified by the Chairperson of the Elections Committee. A majority of the votes eligible

to be counted shall be required to elect a nominee to office. The name of the person elected to each office shall be announced at the Annual Business Meeting and a report by the Chairperson of the Elections Committee of the votes cast for each nominee shall be filed by the Secretary for inclusion in the official records of the Chapter.

Section -4 Terms of Office:

All Officers, other than the Immediate Past President, shall be elected for a term of one (1) year beginning July 1st of each year and ending on June 30th of the following year. An officer who has served for more than one-half a term shall be considered to have served a full term in office.

In addition to the officers named in Section 1, each of whom shall also serve as a Director during their term in office. Three (3) other persons shall be elected as Directors for a two (2) year term in office beginning July 1. Two Directors shall be elected in each even numbered year and one in each odd numbered year. Each of the three Directors will be appointed to at least one Committee during their term in office.

No Officer or Director may serve in the same position for more than two (2) consecutive full terms.

Section -5 Vacancies:

A vacancy in any office except that of President shall be filled by election by the Board of Directors for the unexpired term. Vacancies in the office of the President which shall be filled as provided in Article IV, Section 6 (2), (3) and (4).

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.

Duties of Officers shall be described in the Chapter's Procedures Manual and are summarized below:

(1) President:

The President shall be chief executive officer of the Chapter and shall preside at all meetings of the members and the Board of Directors; shall appoint the Chairperson of each standing committee except Election, Program, Budget & Audit and Membership, as deemed necessary to carry on the activities of the Chapter; shall be an ex-officio member with the right to vote on all committees; shall sign contracts for the Chapter; shall

render an annual report at the Chapter's Annual Business Meeting and shall perform such other duties as are required of the President.

(2) Executive Vice President:

The Executive Vice President shall be an aide to the President; perform the duties of the President in the absence of the President and in the case of a permanent disability or resignation of the President, shall succeed to the office of the President for the unexpired portion of the term of the President; and, perform other assigned duties.

(3) Vice President – Programs:

The Vice President - Programs shall be Chairperson of the Program Committee; shall be responsible for the planning and arrangement for all Chapter meetings including the execution of any contracts for meeting arrangements; shall perform other duties as are delegated or assigned by the President; shall perform the duties of the Executive Vice President in the absence or disability of the Executive Vice President. In the event of the resignation or permanent disability of the President and Executive Vice President, the Vice President - Programs shall immediately succeed to the vacated office.

(4) Vice President – Membership:

The Vice President - Membership shall be Chairperson of the Membership Committee and shall perform other duties as delegated or assigned by the President. In the event of resignation or permanent disability of the President, Vice President and the Vice President - Programs, the Vice President - Membership shall immediately succeed to the vacated office of the President.

(5) Vice President – Marketing and Advertising:

The Vice President – Marketing & Advertising shall have responsibility for establishing and implementing the yearly Marketing Plan for the Chapter; shall establish advertising rates for Chapter publications including the Newsletter and Chapter website; shall promote the sponsorship of Chapter events and the advertising in Chapter publications by member/non-member vendors; shall promote the concepts of Records Management within the professional community.

(6) Secretary:

The Secretary shall keep the records of all meetings and events of the Chapter, including those of the Board of Directors; shall attend to such

correspondence as is required of this office; shall perform such other duties delegated or assigned by the President.

(7) Treasurer:

The Treasurer shall have charge of all financial records and shall be custodian of the funds of the Chapter in such depository as is selected by the Treasurer and approved by the Board of Directors; shall disburse funds subject to the approval of the Board of Directors; shall maintain accurate books of account which shall be open to inspection and audit; shall prepare an annual budget; shall submit a written financial report at each meeting of the Board of Directors; shall file the annual return with ARMA International; and shall perform such other duties as may be assigned by the President. The Treasurer will serve as the Chairperson of the Audit and Budget Committee.

(8) Immediate Past President:

The Immediate Past President shall serve as Chairperson of the Elections Committee; be the Chief Elections Officer; and perform such duties as may be assigned by the Board of Directors.

(9) Appointed Members (\*):

- a) **Newsletter Editor:** Shall be the Editor of the ARMANNJ Chapter Newsletter or any other official Publication.
  - b) **Web Administrator:** Shall be responsible for the development, maintenance and reporting on all aspects of the ARMANNJ Website.
  - c) **Librarian:** Shall maintain and support the ARMANNJ Chapter “Library of Resources” to be used by the ARMANNJ Chapter Membership. This would include books, CDs, DVDs, Periodicals, etc.
  - d) **Historian:** Shall develop and maintain the history of the ARMANNJ Chapter. This would include historical records and artifacts of the ARMANNJ Chapter.
- Appointments and the applicable “term limit(s)” of an appointment(s):
    - An appointment shall be made by the President, with a majority of the Board of Directors affirming the appointment.

- Presidential or Board appointments will have a term limit of two (2) years to support business continuity.

Section -7 Removal:

A. Any Chapter officer whose conduct shall be considered detrimental to the best interest of the 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 for at least one term.

## **Article V - Meetings**

Section -1 Regular Meetings:

Regular meetings of the members shall be held during the course of the year. The dates and arrangements for these meetings shall be determined annually by the Board of Directors at their first meeting held following July 1. In the case of an emergency or extremely bad weather, a meeting may be cancelled by the President.

Section -2 Special Meetings:

Special meetings may be called by the president or by a majority of the Board of Directors. Three (3) days or 72 hours notice of the meeting shall be given.

Section -3 Annual Meeting:

The meeting held in July shall be the Annual Meeting at which annual reports shall be presented.

## **Article VI - Board of Directors**

Section -1 Composition:

The Board of Directors, which is the governing body of the chapter with full voting rights, shall consist of the elected officers and three (3) additional elected Directors.

Section -2 Duties:

The Board of Directors shall:

- A. Manage the activities of the Chapter.
- B. Approve an annual budget.
- C. Select the dates and make arrangements for meetings of the members.
- D. Perform other duties as necessary to advance the principles and practices of good records management.

Section -3 Meetings:

- A. The Board of Directors shall meet at least eight (8) times annually with the dates and time to be decided at its first meeting.
- B. A majority (more than half) 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 (i.e., more than half of the members) - three (3) days or 72-hours notice shall be given in advance of the meeting.
- 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 the Chapter shall begin on July 1<sup>st</sup> of a year and end on June 30<sup>th</sup> 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.

## **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 term of each chairman

shall be for one year or until a successor has been selected. The standing committees for the ARMANNJ Chapter will include but not limited to the following:

1. Election Committee Chaired by the Immediate Past President
2. Nominating Committee Chaired by an appointed Director who is not running for an office.
3. Membership Committee Chaired by the VP-Membership
4. Program Committee Chaired by the VP- Programs
5. Budget and Audit Committee Chaired by the Treasurer
6. Scholarship Committee Chaired an appointed Director

The term limits of an appointment would be: a) to the end of a fiscal year; or, b) to the end of the committee's project.

#### Section -2 Duties of Committees:

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

#### Section -3 Plan of Work:

The Chairperson of each standing committee shall present a strategic plan of work documenting the goals and objectives of the committee 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.

## **Article IX – Dissolution**

In the event of dissolution of the ARMA Northern New Jersey Chapter, all of its assets shall be paid over or transferred to one or more exempt organizations of the kind described in Section 170(b)(1)(A) of the Internal Revenue Code of 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 (RONR)* shall govern the proceedings of the ARMANNJ 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 (2/3) 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 to insure that the proposed amendment does not conflict with ARMA International Policy.