

CONSTITUTION AND BY-LAWS (Revised October, 2013) BIRMINGHAM CHAPTER OF ARMA INTERNATIONAL

ARTICLE I – NAME

This association shall be known as Birmingham Chapter of ARMA International.

ARTICLE II – OBJECTIVES

The objectives of this non-profit, educational organization are:

1. To promote and advance the improvement of Records and Information Management and related fields through study, education and research.
2. To advance professional knowledge and techniques by sharing and exchanging experiences and information related to the field of Records and Information Management.
3. To develop and advance standards of professional competence in the field of Records and Information Management.

ARTICLE III - MEMBERSHIP

Section 1 - Classes of Membership

A. Professional Membership

A duly qualified individual in good standing with the Association entitled to full voting and other rights and benefits of the Association.

B. Associate Membership

A duly qualified individual in good standing with the Association entitled to limited benefits of the Association. Associate membership does not include the privilege of voting in an ARMA International election, Birmingham Chapter elections, holding Chapter office or receiving the printed version of the Association's professional magazine.

C. Honorary Membership

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.

The requirements for each of the various classes of membership and the process for application, in addition to those contained with these chapter bylaws and the bylaws of ARMA International, shall be established and published by the ARMA International Board of Directors. Membership in ARMA International and the Birmingham Chapter of ARMA International shall not be denied nor abridged on the basis of race, color, religion, sex, age, national origin, disability, sexual orientation or choice of life style.

Section 2 – 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 this chapter subject to the provisions of Section 7 of this Article.

Section 3 – Good Standing

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

Section 4 - Applications

Applications for Professional, Associate, and Honorary Membership shall be made in writing on forms furnished by the National Association for this purpose. All applications are to be sent directly to ARMA International.

Section 5 – Non-Renewal and Reinstatement

A. Members whose dues have not reached ARMA International within one calendar month following the expiration date of membership shall be considered non-renewed.

B. A non-renewed member or former member may apply for membership upon full payment of annual Association and Chapter dues.

Section 6 – Censure, Suspension or Expulsion

By a majority vote of the Chapter's Board of Directors, any member may be censured or suspended for good cause if, according to its findings, a violation of any provision or obligation of the Article of Incorporation, Bylaws, or rules and regulations has occurred. Any member may be expelled by the two-thirds vote by the Chapter's Board if, according to its findings, such a violation of the above has occurred. Conduct unbecoming a member or inimical to the welfare of ARMA International or this Chapter, as well as indebtedness to ARMA International or this Chapter are also causes for such disciplinary action. When such action is contemplated, the Chapter 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. Should revocation result, any dues paid to a date beyond such revocation will not be refunded.

ARTICLE IV - ORGANIZATION

Section 1 - Governing Body

A. The Governing Body of the Chapter shall be known and referred to as the Board of Directors. It shall consist of the elected officers, four (4) directors and the immediate past president.

B. The management of Birmingham Chapter of ARMA International, its affairs, meetings and property shall be vested in said Board of Directors and upon a two-thirds (2/3) majority vote of its members; said Board of Directors shall have power to:

1. Approve appointed officers.
2. Suspend any member for cause after said member has been duly notified of the reasons for such action and has had an opportunity to appear before the Board of Directors.
3. Remove any Committee Chairman with cause.
4. Reinstatement any member terminated.
5. Approve all cash disbursements.
6. Perform such other duties as may be requested by the President.

Section 2 — Elected Officers - Terms and Qualifications

A. The elected officers of the Chapter shall be the President, Vice-President, Secretary and Treasurer.

B. Terms and Qualifications

1. All officers must be members in good standing.
2. Officers shall be elected at the Annual Meeting in May for a one-year term commencing on July 1 next following and ending June 30 of the year following.
3. Officers shall take office at the Chapter Meeting in June and hold office until their successors are installed.

4. No elected officer shall be eligible to serve for more than two (2) consecutive terms in the same office.

Section 3 - Directors - Terms and Qualifications

A. All directors must be members in good standing.

B. At the original organization meeting, two directors shall be elected for a term of two years and two directors for a term of one year. Thereafter, two directors shall be elected at the Annual Meeting in May for a two-year term, commencing July 1 next following and ending June 30 two years following.

C. Directors shall take office at the Chapter Meeting in June and shall hold office until their successors are installed.

Section 4 - Duties of Elected Officers

A. President

The President shall be the chief executive officer of the Chapter and shall: exercise general supervision over the affairs of the Chapter; be responsible for the enforcement of the Constitution and By-Laws and all directives of the Board of Directors; preside at all meetings of the Chapter and the Board of Directors; appoint, with the approval of a majority vote of the Board of Directors, all standing Committee Chairmen, unless provided otherwise in this Constitution and By-Laws and, if necessary, appoint members of all Committees or at his discretion authorize the Board of Directors to make such appointments; serve as ex-officio member of all standing committees except nominating; keep the Board of Directors fully informed of the activities of the Chapter; deliver to his successor in office all books, papers, records and other property of the Chapter for which he is or may become responsible; notify the Chapter Treasurer writing of members terminating, furnishing dates and cause of termination; and perform all other duties normally incident to this office.

B. Vice-President

The Vice-President shall assume all of the duties of the President during his absence or disability; assist the President with his duties; serve as an ex-officio member of and be responsible for coordinating the activities of all special committees; and perform such other duties as may be assigned by the President and/or the Board of Directors.

C. Secretary

The Secretary, the official custodian of all records of the Chapter, including the Chapter charter, shall: keep a record of all meetings of the Board of Directors and meetings of the Chapter membership; distribute to the Board of Directors copies of the record of proceedings of all meetings; maintain the official list of members and their addresses; notify the National Roster Chairman of all changes in membership, including changes of address and job reclassifications; mail to all members the slate of nominees for each elective office to be filled each year as submitted by the Nominating Committee and as approved by the Board of Directors; handle correspondence as directed by the President and/or the Board of Directors; and perform such other duties as provided in the Constitution and By-Laws or as may be assigned by the President and/or the Board of Directors.

D. Treasurer

The Treasurer shall: be the custodian of all funds of the Chapter; receive all membership dues and other payments to which the Chapter is entitled; disburse funds of the Chapter only on approval by the Board of Directors. All checks shall require the signature of any two (2) officers. Treasurer shall deposit all Chapter funds in depositories approved by the Board of Directors; provide budgets and statements of the financial condition of the Chapter at the close of each fiscal year and at such other reasonable times as the Board of Directors may require; monthly, submit to the National Executive Secretary approved applications of new Chapter members together with annual dues payments by August 1 each year.

Section 5 - Appointed Officers

Appointed Officers are responsible to the Board of Directors and perform such duties as the President and/or the Board of Directors may direct.

Section 6 — Vacancies

Vacancies occurring in any office or among the Directors shall be filled by appointment for the unexpired term by the President with the approval of a majority vote of the Board of Directors. If any Officer or Director is absent from two (2) consecutive Board of Directors meetings, for causes unacceptable to the Board of Directors, a vacancy shall be considered to exist and a successor appointed.

Section 7 — Restriction

The President and Vice-President shall not be employed by the same firm or company.

Section 8 - 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 — ELECTION PROCEDURES

At the Annual Business Meeting in May each year, the Chapter Members in good standing shall elect successors to the office of President, Vice-President, Treasurer and Secretary each for a one-year term and two (2) Directors each for two-year terms as provided in the Constitution and By-Laws.

Section 1 - Nominating Procedures

A. The Nominating Committee shall prepare a slate of at least one nominee for each elective office to be filled, and shall present such slate to the Board of Directors at the March Board of Directors meeting each year.

B. At the Annual Meeting in May, the presiding officer shall call for nominations from the floor prior to the election of each officer and director.

Section 2 — Election Procedures

A. Voting shall be by Chapter members in good standing.

B. Voting will be by acclamation when there is only one candidate for a particular office.

C. Voting shall be by secret ballot prepared by the Secretary when there is more than one candidate for a particular office or if nominations are made from the floor. Such ballots shall contain only necessary instructions for proper completion, the names of the nominees and spaces for write-on candidates for each office. There will be no individual voter identification on any ballot.

1. All ballots to be valid will be handed to the Chapter Teller or his designees at the conclusion of balloting for each office to be filled.

2. Any candidate who receives a majority of votes on the first ballot shall be declared elected.
3. If no candidate receives a majority of votes on the first ballot, a second ballot shall be taken on the two candidates who received the highest number of votes.
4. At the conclusion of balloting for each office to be filled, and upon receipt by the Chapter Teller of all ballots cast for each such office, the Chapter Teller's Committee shall tabulate the ballots cast; the Chapter Teller shall certify and report the results to the presiding officer who immediately shall announce the results to the membership.

ARTICLE VI - MEETINGS

Section 1 — Chapter Membership Meetings

Meetings, unless otherwise ordered by the Board of Directors, Chapter Membership meetings shall be held monthly, September through June. If the meeting requires a meal cost or fee paid to be paid by a member and reservations are made and not cancelled by the appropriate cancellation time, the member will be billed.

Section 2 - Annual Meeting

The Annual Meeting for the election of officers and directors shall be held at the Chapter Membership Meeting in May each year. The Secretary shall send a notice of the annual meeting to each Chapter member in good standing not less than ten (10) days prior to the meeting.

Section 3 - Board of Directors Meetings

Unless otherwise notified, the Board of Directors Meetings shall be held monthly at a time and place to be agreed upon by the board. If possible, board members should be given at least five (5) days notice prior to the meeting.

Section 4 - Special Meetings

A. Special Meetings of the Board of Directors may be called by the President or any four (4) members of the Board of Directors.

B. A Special Meeting of the Chapter Membership may be called by the Board of Directors or by Petition to the Board of Directors of ten (10) members in good standing. Notice of such Special Meeting shall be sent by the Secretary to all Chapter Members in good standing at least five (5) days prior to the date fixed for such Special Meeting, and such notice shall be accompanied by an Agenda of the Special Meeting.

Section 5 - Quorum

A. A quorum must be present to conduct business coming before the Board of Directors at any of its meetings. The quorum shall consist of a two-third (2/3) majority of the members of the Board of Directors. No voting by proxy shall be permitted.

B. A quorum must be present to conduct business coming before the Chapter Membership at its Annual Meeting. The quorum shall consist of twenty per cent (20%) of the Chapter members in good standing. No voting by proxy shall be permitted.

Section 6 — Suspension of Rules of Order

Any Rule of Order may be suspended temporarily by a two-third (2/3) majority vote of members present at any meeting.

ARTICLE VII – FINANCES

Section 1 - Annual Dues - Chapter

The annual dues for each Regular Chapter Member shall be thirty dollars (\$30) payable upon receipt of invoice, covering the period July 1 to June 30.

Section 2 - National Dues

National dues are set by ARMA INTERNATIONAL. Each member will be billed by the national office for both chapter and national dues.

Section 3 - Assessments

No assessments shall be imposed except as approved by a two-thirds majority vote of the Board of Directors of Birmingham Chapter of ARMA International and by a majority of all ARMA members voting by ballot on the question, provided that at least one-third of the ARMA members in good standing have voted. The procedure for notification and voting on the question is as provided in the Constitution and By-Laws of ARMA INTERNATIONAL.

Section 4 - Insufficient Checks

Bank service charges will be added to the total amount of the check for collection. Ten days will be allowed for the check to be cleared. If it is not taken care of within this time period, the member will be suspended from the Chapter.

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. Committee titles and responsibilities will be those as set out in the Committee Handbook which may be revised at any time by a majority vote of the Board of Directors, Birmingham Chapter of ARMA International.

Section 2 - Duties of Committees

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

Section 3 - Plan of Work

The chairman of each standing committee shall present a plan of work 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 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 X - PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of Robert's Rules of Order shall govern the proceedings of the chapter in all cases to which they are applicable and where they do not conflict with the Constitution and By-Laws of ARMA INTERNATIONAL or this Chapter.

ARTICLE XI – AMENDMENTS

Proposals to amend this Constitution and By-Laws may be made by the Board of Directors upon an affirmative vote of two-thirds (2/3) of its members present and voting or by Petition to the Board of Directors of twenty per cent (20%) of the Regular Chapter Members in good standing. Within thirty (30) days following the Board of Directors Meeting at which any such proposal is made, the Secretary shall mail to each Chapter Member in good standing a Notice of Proposal and an official ballot stating the proposed Amendment/Revision; each member will complete and mail his ballot directly to the Chapter Teller's Committee within fifteen (15) days of the date of said Notice of Proposal and said Notice shall specify the date ballots are to be received by the Chapter Teller's Committee. The Chapter Teller's Committee shall tabulate the valid votes and certify the results to the Board of Directors within five days following the date provided herein for ballots to be received by the Chapter Teller's Committee. The Constitution and By-Laws shall be amended by an affirmative vote of two thirds (2/3) of the valid votes received by the Chapter Teller's Committee. Changes or revisions in this Constitution and By-Laws shall be effective the date Certification of balloting results is made by the Chapter.