

PACIFIC REGION OF
ARMA INTERNATIONAL

ARTICLE I - NAME

This nonprofit organization shall be known as the Pacific Region of ARMA International (this "Region") and shall be a region of the Association of Records Managers and Administrators, Inc., a Kansas nonprofit corporation ("ARMA International").

ARTICLE II - OBJECTIVES

The objectives (mission) of this Region is:

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

ARTICLE III - FISCAL YEAR

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

ARTICLE IV - MEMBERS

Sec. 1 Sole Member. The sole member of the Region shall be ARMA International.

Sec. 2. Place. All meetings of the member shall be held at such place within or without the State of Kansas as determined by the Board of Directors, but if the Board of Directors fails to designate a place for such meeting, then the meeting shall be held at the principal place of business of the Region.

Sec. 3. Annual and Special Meetings. Beginning in 2003, the annual meeting of the member shall be held at the same time and place as the annual meeting of the Board of Directors. Special meetings of the member may be called at any time by the Region Manager, the Board of Directors or the member.

Sec. 4. Notice of Meetings, Annual or Special. Written notice of each meeting of the member stating the place, date and hour of such meeting, and, in the case of a special meeting, the purpose or purposes of such meeting, shall be given either personally or by mail to the member, not less than ten (10) nor more than sixty (60) days before the date of the meeting. If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the member at the member's address as it appears on the records of the Region.

Sec. 5. Action by Consent. Any action required to be taken at any annual or special meeting of the member or any action which may be taken at an annual or special meeting of the member, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the member.

ARTICLE V - OFFICERS

Sec. 1. Officers. The officers of the Region shall be: a President (referred to in these Bylaws as “Region Manager”), up to four Region Coordinators, one of whom shall serve as Secretary, and a Treasurer.

Sec. 2. Term of Office. The Region Manager and Region Coordinators shall serve for terms of two years and may be selected for a maximum to two consecutive full terms.

Sec. 3. Vacancy in Office. In case of a vacancy in the office of the Region Manager, the member shall appoint one of the Region Coordinators to assume the duties of Region Manager in addition to those of Region Coordinator. A vacancy in any other office shall be filled by appointment by the Region Manager, with approval of the member, for the balance of the unexpired term.

Sec. 4. Duties of Officers. The officers shall perform their duties as outlined in these Bylaws, ARMA International Administrative Letters (“ALs”) and the adopted parliamentary authority.

A. Region Manager. The Region Manager is responsible for all the Region Coordinators activities. The Region Manager shall, subject to the control of the Board of Directors, have general supervision, direction and direct control of the day to day business of the Region. The Region Manager shall preside at all meetings of the Board of Directors.

The Region Manager shall be responsible for the following within the geographical area of the Region as described in AL 120, as such AL may be amended from time to time (the “geographic region”): appoint, in conjunction with the Director of Member Services, up to four additional Region Coordinators and a Treasurer, as the needs of the Region and resources allow; provide assistance and direction to chapters; coordinate Association activities with ARMA International members who are not chapter members; organize and create new chapters.

B. Region Coordinator. The Region Coordinators shall:

- ! provide assistance and direction to the chapters (and members at large) in the Region;
- ! visit assigned chapters, as requested, with a minimum of one visit per year to each chapter;
- ! help organize/ chapter new chapters in the Region as required;
- ! assist the Region Manager, as necessary, with coordination and implementation of Region activities;
- ! assist with Region initiatives, as appropriate, such as: newsletter, web site, roster, ARMA International budgeting process, etc;
- ! forward comments and input from chapters and members-at-large to the ARMA International Board of Directors or ARMA International headquarters, as appropriate;
- ! submit an activity report, 45 days prior to each ARMA International Board of Directors meeting, to the Region Manager who will compile the information in a Region Activity Report for submission to the ARMA International Board of Directors;
- ! provide a communication link with the Member Services Department at ARMA International headquarters while working in partnership with Membership Services to provide chapter operations training as necessary; and
- ! participate in ARMA International leadership training meetings, as appropriate.

The Region Coordinator shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or these Bylaws.

C. Treasurer. The Treasurer shall:

- ! be responsible for advising the Region Manager regarding the budget, dues structure, and other financial matters affecting the membership;
- ! be responsible for monitoring and causing appropriate audits of the receipt, deposit and disbursement of Region funds, including general funds and all special funds that are, or may be established;
- ! have general powers and duties of office commensurate with the office of Treasurer;
- ! perform such other duties as may be assigned by the Region Manager; and
- ! have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

D. Secretary. The Secretary of the Region shall be responsible for the records of the Region, keep a record of all meetings of the Region, and direct the processing of correspondence as directed by the Board of Directors.

ARTICLE VI - SELECTION OF OFFICERS

- Sec. 1. Region Managers. The Region Manager shall be selected by, and serve at the pleasure of, the member. The Region Manager must meet the minimum qualifications for the position as set forth in AL 122, as such AL may be amended from time to time.
- Sec. 2. Region Coordinators. The Region Manager shall appoint the Region Coordinators, who shall serve at the pleasure of the Region Manager. Each Region Coordinator must meet the minimum qualifications for the position as set forth in AL 122, as such AL may be amended from time to time, and reside within the geographic region.
- Sec. 3. Region Treasurer. The Region Manager, with the approval of the member, shall appoint a Region Treasurer. The Region Treasurer must reside within the geographic region. The Region Treasurer may be removed at any time by the member.
- Sec. 4. Region Secretary. The Region Manager, with the approval of the member, shall appoint a Region Secretary from among the Region Coordinators. The Region Secretary must reside within the geographic region. The Region Secretary may be removed at any time by the member.

ARTICLE VII - ANNUAL REGION CONFERENCE

A conference shall be held annually within the Region for the purpose of chapter and leadership development.

ARTICLE VIII - REGION BOARD

- Sec. 1. Composition. The property, business and affairs of the Region shall be controlled and managed by a Board of Directors. The Board of Directors shall be composed of the Region Manager, the Region Coordinators and the Region Treasurer.
- Sec. 2. Place of Meetings. Regular and special meetings of the Board of Directors shall be held at any place within or without the State of Kansas designated by action of the Board.
- Sec. 3. Regular Meetings. There may be meetings of the Board of Directors in accordance with the Region's approved Calendar of Events.

A. Annual Meeting. The Annual Meeting of Board of Directors shall be held for the purpose of receiving reports of all current officers and committees, and transacting such other business as may properly come before such meeting. The Annual Meeting shall be a regular meeting held just prior to the annual Region conference. Notice of the meeting shall be published in *InfoPro Online*.

B. Agenda. The agenda of all regular meetings of the Board of Directors shall be determined by the Region Manager.

Sec. 4. Quorum. A majority of the full Board of Directors shall be necessary to constitute a quorum for the transaction of business.

Sec. 5. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.

Sec. 6. Meetings by Telecommunications. The Board or any committee may participate in meeting of the Board of Directors by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute present in person at the meeting.

Sec. 7. Adjournment. A majority of the Board of Directors present may adjourn any meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the Board.

Sec. 8. Votes and Voting. All votes required of the Board of Directors hereunder shall be by a show of hands, unless a written ballot or roll call is requested, which request may be made by any one member of the Board of Directors. Each member of the Board of Directors shall have one vote.

ARTICLE IX - COMMITTEES

Committees may be appointed as deemed necessary by the Board of Directors.

ARTICLE X - PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of the Region in all cases not provided for in these Bylaws and the Standing Rules of the Region. The parliamentary authority adopted by the Region shall be the adopted authority for each, chapter and committee.

ARTICLE XI - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each director or officer of the Region now or hereinafter serving as such, shall be indemnified by the Region 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; and the Region shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with such claim or liability, provided however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of his or her own willful misconduct

or gross negligence. The amount paid to any director or officer by way of indemnification shall not exceed his or her actual, reasonable and necessary expenses incurred in connection with the matter involved. The right of indemnification herein above provided shall not be exclusive of any other rights any such director or officer may have.

ARTICLE XII - AMENDMENT

These Bylaws may be amended at any meeting of the Board of Directors, only with the approval of the member.

ARTICLE XIII - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Corporation Law of Kansas, under the provisions of the Region Articles of Incorporation or the Bylaws of the Region Corporation, a waiver hereof in writing, signed by the person or persons entitled to such notices, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV - DISSOLUTION

Upon dissolution of the Region, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Region, dispose of all the assets of the Region, the region chapters or ARMA International Headquarters of the kind described in Section 170(b)(1)(A) of the Internal Revenue Code, and the regulations promulgated thereunder, as both now exist or may hereafter be amended, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Region is then located.