

BYLAWS
THE ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATORS,
SAN DIEGO CHAPTER

ARTICLE I – NAME

This not for profit organization shall be known as ARMA, THE SAN DIEGO CHAPTER, the Association of Records Managers and Administrators.

ARTICLE II – MISSION STATEMENT

The Mission of ARMA International is to provide education, research and networking opportunities to inform 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.

The San Diego Chapter Mission is to provide a forum in which professionals can meet, participate and further their knowledge in records management practices and principles in a social environment.

ARTICLE III – MEMBERS

Section 1. Classes. The Chapter shall have four classes of members:

- A. Regular: A duly qualified member in good standing with the Chapter entitled to full rights and benefits of the Chapter.
- B. Honorary: An individual who has been granted life membership by the Board of Directors.
- C. Student: Any enrolled full-time post-secondary student. Student dues do not convey the privilege of voting in the Chapter or Chapter elections or holding office.
- D. Retired: A current or former member, in good standing with the Chapter, who has retired from the profession. Retired membership does not include the privilege of voting in the chapter or chapter elections or holding office.

Section 2: Requirements. The requirements for each of the various classes of membership, and the process for application, in addition to those contained in these bylaws, shall be established by the Chapter Board of Directors.

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 or denied membership in the Chapter, subject to Section 5. of this Article.

Section 4: Good Standing: A member in good standing is one whose current dues are paid and who complies with the provisions and obligations of the Articles of Incorporation and the Bylaws.

Section 5: Censure, Suspension or Expulsion. Any member may be censured or suspended by a majority vote of the Board of Directors 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 have occurred. Any member may be expelled by a two-thirds vote of the Board of Directors 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 have occurred. Conduct unbecoming a member, conduct inimical to the welfare of the Chapter or to International; indebtedness to the Chapter or to International shall also be causes for such disciplinary action. When such action is contemplated, the Board of Directors shall provide written notification to the party concerned, and afford an opportunity for a hearing before the Board or a special committee appointed for this purpose. Should revocation result, any dues paid to a date beyond such revocation will not be refundable.

ARTICLE IV – FINANCES

Section 1. Fiscal Year. The fiscal year of the Chapter shall be July 1 through June 30.

Section 2. Dues. The Board of Directors shall set chapter dues for each member.

Section 3. Non-Renewal and Reinstatement.

- A. Members whose dues have not reached International Headquarters by 90 days following the members anniversary date shall be considered non-renewed.
- B. A non-renewed member or former member may apply for membership upon full payment of annual International dues, and where applicable, chapter dues.

ARTICLE V – OFFICERS

Sec 1. Officers. The Elected Officers of the Chapter shall be President; a Vice President; a Secretary; a Treasurer; and the Immediate Past President, who may serve as Chairman of the Board. There will be appointed Officers at the discretion of the current Board of Directors. The Elected and Appointed members of the Board of Directors will have voting rights.

Sec. 2. Term of Office. Elected officers shall assume duties in accordance with the Board approved Chapter Bylaws. The president shall be elected for two years or until succeeded, and will immediately assume the office of immediate Past President and Chairman of the Board. The Vice President shall be elected for two years, or until succeeded, and will automatically assume the office of the President. The Treasurer and Secretary shall be elected for a term of two years. No elected officer shall serve more than two consecutive full terms in the same office, with the exception of the Chairman of the Board who shall continue until superseded by the ascendancy of the President.

Sec 3. Vacancy in Office. In cases of vacancy in the office of the Chairman of the Board, the President shall assume such duties in addition to those of President. In the case of a vacancy of the office of the President, the Vice President shall assume the office for the remainder of the term and the full term of the ascendancy thereafter. In the case of the vacancy of the office of Vice President, nominees shall be solicited by the current nominating committee. The Vice President shall be elected through the standard ballot procedure at a special election. A vacancy in any other office shall be filled by appointment by the President, with approval of the Board of Directors, for the balance of the respective unexpired term. Any person filling a vacancy in an elected office other than the office of Vice President shall be eligible for subsequent nomination for that office and eligible to serve in accordance with ARTICLE V, Section 2, above.

Sec.4 Duties of Officers. The Officers shall perform their duties as outlined in these bylaws, International Administrative Letters and the adopted parliamentary authority.

- A. President. The President shall, subject to the Board of Directors, have general supervision, direction and direct control of the business of the officers of the corporation. The President shall preside at all meetings of the members and at all meetings of the Board of Directors and the

Executive council. The President shall have the general powers of management of the office of President of a corporation.

- B. Vice-President. In the absence or inability of the President, the Vice President shall perform the duties of the President. The Vice President 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. The Vice President shall be responsible for Chapter development and administration; and coordinate and direct the activities of the appointed Chapter Directors.
- C. Treasurer. The Treasurer shall be responsible for advising the Board of Directors 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 Chapter 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 the Treasurer and perform such duties as may be assigned by the President or Vice President. The Treasurer and the President shall prepare the annual budget. The Treasurer shall be responsible for the form for ARMA Headquarters and the Treasurer shall 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 serves on the Board of Directors, with responsibility for maintaining the official records of the Chapter and managing the Chapters' archives. The Secretary is the official custodian of the Chapter's records. The secretary takes notes – the minutes of each meeting of the Board of Directors; prepares those minutes of the meetings and submits them for approval to the President.
- E. Immediate Past President. The Immediate Past President shall be the Chairman of the Board, serve as Chairman of the ARMA Chapter Nominating Committee, serve as the Chairman of the Chapter Awards Committee; be the chief elections officer; and perform such other duties as may be assigned by the Board of Directors.

ARTICLE VI. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee. The nominating committee shall be composed of the immediate Past President, who shall serve as chairman and one member in good standing from the Chapter, who shall be appointed by the Chairman with the approval of the Board of Directors. If the Immediate Past President is unable to serve as Chairman of the Nominating Committee, then the Board of Directors shall determine the procedure by a majority vote.

Section 2. Nominations. Nominations shall be solicited from the Chapter Board of Directors, and the general Chapter Membership. Initially, the current Board of Directors shall be polled for a count as to which member and position will be retained for the coming year.

Section 3. Nomination Procedure. The Nominating Committee shall designate at least one nominee for each elective office to be filled, provided the nominees are members in good standing and are willing and able to serve. The detailed Nominating process is outlined in the International Administrative Letter. If there is only one qualified candidate for any officer position, no ballot will be prepared. The candidate will be appointed by acclamation and the general membership will be advised of the appointment.

Section 4. Election Procedure. The Chapter Secretary shall conduct the election. All Chapter members in good standing (excluding retirees and students) shall be eligible to vote for the President and Vice president, Treasurer and the Secretary. All ballots must be returned to the Immediate Past President or Nomination Director, as designated to be valid. The Nomination Director will tabulate the ballot count. The Immediate Past President will, in concert, with the Nomination Director, verify the ballots and certify the results of the election to the President. The president shall notify, by letter, each nominee, of the results of the election.

The person receiving a plurality of votes on the ballots received and verified shall be declared elected. When an election is challenged, those elected may serve in office until the election is legally disaffirmed.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall be composed of the President, the Vice President, the Immediate Past President, the Treasurer and the Secretary. The Immediate Past President shall serve as the Chairman, (optional.)

Section 2. Powers. Subject to limitations of the Articles of Incorporation, of these bylaws and the California Corporation Code as to action, which shall be authorized or approved by the members and subject to the duties of Directors as prescribed by these bylaws, all corporate powers shall be executed by or under the authority of, and the business and affairs of the corporation shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers.

First – To alter, amend or repeal the Bylaws of the Corporation

Second - In regards to the Bylaws...fix their compensation and require from them security for faithful service.

Third – To conduct, manage and control the affairs and business of the corporation, and make such rules and regulations therefore not inconsistent with the law or with the Articles of Incorporation of the Bylaws, as they deem best.

Fourth – To borrow money and incur indebtedness for purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, or other evidence of debt and securities therefore.

Fifth – To appoint committees and to delegate to such committees, any of the powers and authority of the Board in management of the business and affairs of the corporation. Any such committee shall be composed of one or more of the Directors.

Sixth – To adopt rules of procedure for the Board of Directors.

Section 3. Numbers and Qualification of Directors. The number of directors shall be set out in Article V. The directors shall be members of the Chapter.

Section 4. Election and Term of Office. The Election and Term of office shall be as set out in Article V and VI. All Directors shall hold office until their respective successors are elected, appointed or in the case of a vacancy, as prescribed in these Bylaws.

Section 5. Removal from Office. Any Director may be removed from office with cause, by a two-thirds vote of the members of the Board, who are qualified to vote, at any regular or special meeting.

Section 6. Vacancies. The vacancies shall be filled as set out Article V, section 3. If by death, resignation, or other cause, the Corporation should have no Directors in office, then any other officer or any member or any executor, administrator, trustee or guardian of a member or other fiduciary entrusted with like responsibility for the person or estate of a member may call a special meeting of the members in accordance with the provisions of these Bylaws, or may apply to the District court for a decree summarily ordering election as provided for by the California Corporation Code. Each Director so elected shall hold office until a successor is elected, appointed or in the case of a vacancy, as prescribed by these bylaws.

Section 7. Place of Meeting. Regular and special meeting of the Board of Directors shall be held at any place within or without the State of California, which has been designated by action of the Board or with consent of all of the members of the Board.

Section 8. Regular Meetings. There shall be regular meetings of the Board of Directors in accordance with the Board approved calendar of events.

- A. Annual Planning Meeting. The Annual Planning Meeting of the 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-Planning Board meeting shall be a regular Board Meeting and held prior to the First Chapter Program of the fiscal year.
- B. Agenda. The President shall determine the agenda of all Regular Meetings of the Board of Directors. The President must include all of those items presented by 1) petition to the President by one-third of the members of the Board of Directors, or 2) petition to the President by the Regional Coordinator or International.

Section 9. Special Meetings. A special meeting shall be called by the President or, if the President is absent or unable to or refuses to act, by any other Director, when requested by petition to the president by two-thirds of the Board of Directors, by petition to the President of 20% of the total Chapter members in good standing.

- A. Notice. Notice of such special meetings, unless waived by attendance threat or by written consent to holding the meeting, shall be given by written notice mailed at least five (5) before the date of such meeting or be delivered by hand, express delivery service, telephone, facsimile, or email. If mailed such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon, addressed to the Director, at his/her usual place of business. The person who has called a special meeting shall direct the means by which the notice shall be given and by whom the notice shall be disseminated. The notice shall contain, at a minimum, the time and place of the meeting and shall briefly state the purpose of the meeting.
- B. Agenda. The agenda of the special meeting shall include agenda items enumerated in respective petitions as in Article VII. Section 8.

Section 10. Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting.

Section 11 Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and notices or wherever held, shall be as valid as those transactions which occurred at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present, signs a written waiver of notice or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. Quorum. A majority of the total number of Directors shall be necessary to constitute a quorum for the transaction of business of the Chapter. The Directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

Section 13. Meetings by telecommunication. Members of the Board of Directors of the corporation or any committee designated by such Board may participate in a meeting of the Board of Directors by means of a 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 at the meeting.

Section 14. Adjournment. A majority of the Directors present may adjourn any Directors' meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the Board.

Section 15. Votes and Voting. All votes required of Directors hereunder shall be by a show of hands, unless a written ballot or roll call vote is requested, which request may be made by any one Director. Each Director shall have one vote.

Section 16. Interim Ballots. Interim Ballots are authorized for matters that arise between scheduled Board meetings and require immediate and expedient action. The Executive Council, by a majority vote, may authorize an interim ballot. An interim ballot shall contain or be accompanied by a written consent to the interim ballot. An interim ballot returned without a corresponding signed written consent will not be considered. The total number of votes received by the Corporate Secretary must be sufficient to satisfy the requirements for a quorum. Interim ballots will be verified by the Corporate Secretary and made a part of the minutes at the next scheduled board of directors meeting. Such ballots and votes on measures, matters, may also be made by email with the Secretary to tally the votes and sufficient to satisfy a majority vote with a quorum voting for the specific matter.

ARTICLE VIII. EXECUTIVE COUNCIL.

Section 1. Composition. The Executive Council shall consist of the President, the Vice President, the Treasurer, the Secretary, and the immediate Past President. The Immediate Past President shall serve as the Chairman.

Section 2. Duties. The Executive Council shall have full power to act for and on behalf of the Board of Directors in the interim between Board meetings if, (1) one or more of the members of the Executive Council sets forth, in writing, a basis for claiming that a situation presents itself which threatens the very existence of the Chapter and requires emergency action or (2) a majority of the members of the Executive Council states in writing that a situation has presented itself wherein action is deemed necessary and must be made for the continued welfare and operation of the Chapter. Any decision made for action in regard to the situations described above must be immediately transmitted to the Board of Directors by a reasonable means of communication. A copy of the minutes of the Executive Council meeting concerning the decision(s), along with the written statement(s) concerning the need for the meeting, shall be forward to the Board of Directors in writing ten days after the decision was made to take action. Such decision shall thereafter be submitted to the entire Board of Directors at the next Board meeting for consideration and ratification.

Section 3. Meetings. The Executive Council shall meet from time-to-time, as the business of the Chapter shall require and at such time and place as may be determined by the President.

Section 4. Quorum. Three voting members shall constitute a quorum of the Executive council

ARTICLE IX. COMMITTEES

Section 1. Committees. There shall be standing and ad hoc committees, as deemed necessary by the Board of Directors, the chairman of the standing committee, with the exception of the Nominating, Awards, Management, Audit, and Program Committees, shall be appointed by the President with the approval of the Board of Directors. Other members of such committees shall be appointed by the Program committees, or shall be appointed by the President with the approval of the Board of Directors. The chairman of the ad hoc committee shall be appointed by the President. Other members of such committees shall be appointed by the Chairman in accordance with the specific direction from the Board of Directors as is applicable. The President shall be ex-officio a member of all committees, except the Awards and Nominating Committees.

Section2. Ex-officio member. The Executive Director/CEO shall serve as an Ex-officio member (if desired) without vote, of the Board of Directors, the Executive Council and all committee meetings, except Management, Audit, Nominating and Awards. As such, he/she shall have prior notice of and right to be present at all meetings, shall not be counted in the quorum, but may make motions and debate when applicable.

ARTICLE X HEADQUARTERS

Sec1. Headquarters. The permanent Headquarters and Executive Office shall be in Lenexa, county of Johnson, Kansas. The Chapter Headquarters and Executive Office may vary according to the current Board of Directors. The business of Headquarters shall be under the direction of the Executive Director/CEO who shall be appointed by the Board of Directors and under the supervision of the Chairman of the Board.

ARTICLE .XI. OFFICIAL PUBLICATION

. The official publication of the Chapter shall be the newsletter.

ARTICLE XII. PARLIAMENTARY AUTHORITY

The current edition of Roberts Rules of Order Newly Revised shall govern the proceedings of the Chapter in all cases not provided for in these bylaws, Board of Directors Rules of Procedure, and the Administrative Letters. The Parliamentary authority adopted by the Chapter shall be the adopted authority for each chapter and committee.

ARTICLE XIII. AMENDMENT

Any meeting of the Board of Directors may amend these bylaws, provided that the amendment has been proposed by a Board member or by a chapter member and sent in writing to the Director of Member Services at ARMA International and the Pacific Region Manager. Notice of the proposed amendment shall be issued with the call to the Board of Directors meeting. A two-thirds vote of the Board of Directors shall be required for adoption of the proposed amendment.

ARTICLE XIV. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Corporation Law of California, under the provisions of the Articles of Incorporation or the Bylaws of the Corporation. A waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, should be equivalent to giving such notice.

ARTICLE XV. DISSOLUTION.

Upon dissolution of the corporation, the governing body shall, after paying or making provision for the payment of liabilities of the corporation, dispose of all of the assets of the corporation 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, as the governing board 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 corporation is then located.