



**BY-LAWS
Of the
RIO GRANDE CHAPTER**

**ASSOCIATION OF RECORDS MANAGERS AND
ADMINISTRATORS, INC**

ARTICLE I – NAME

This not-for-profit organization shall be known as the Rio Grande Chapter, Association of Records Managers and Administrators, Inc.

ARTICLE II – OBJECTIVES

Section 1. Mission Statement:

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.

Section 2. The objectives of this Chapter are to:

- A. Promote and advance the improvement of records and information management and related fields through education, research and networking opportunities for information management professionals and interested individuals.
- B. Advance professional knowledge and skills through the sharing of knowledge and experience in the areas of records and information management.
- C. Develop and promote standards of professional competence in the areas of records and information management.
- D. Encourage ongoing professional improvement through training, seminars and conferences.

ARTICLE III – MEMBERS

Section 1. Classes of Members:

A. Regular.

A duly qualified individual in good standing with the Association, entitled to full rights and benefits of ARMA International. Duly qualified individuals include all persons involved or interested in the areas of records and information management who are members in good standing in ARMA International.

B. Honorary.

An individual who meets the qualifications of a regular member and whose contributions to the areas of information and records management warrant special consideration and has been granted life membership by ARMA International's Board of Directors. Recommendations for Honorary Membership shall be submitted with proper documentation by the Chapter President to ARMA International's Board of Directors. Upon acceptance the individual will be considered an Honorary Member by ARMA International and the Chapter. Honorary Members will not be required to pay annual dues as they have received a lifetime membership.

C. Student.

Any enrolled full time post-secondary student. Student membership does not convey the privileges of voting in ARMA International or Chapter elections, or holding 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 an ARMA International or Chapter elections, holding 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 in these By-Laws, shall be established and published by the ARMA International Board of Directors. Application for Regular or Student membership shall be made in writing to the Association. Membership in the Association and this

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, subject to the provision of Sec. 5. of this ARTICLE.

Section 4. Good Standing:

A member in good standing is one whose current dues are paid, or holds an honorary or retired standing and who complies with the provisions and obligations of the Articles of Incorporation and the By-Laws.

Section 5. Obligations and Privileges of Members:

- A. Obligations. Each member shall be expected to show a continuing interest in the Chapter by attending Chapter meetings and participating in Chapters activities.
- B. Privileges. Each member shall have the privilege of participating in all Chapter activities, be entitled to receive Chapter materials and have access to Chapter and ARMA International resources. Each member shall have the right to invite guests to attend Chapter meetings and activities.

Section 6. Termination and Reinstatement of Membership:

A. Resignation:

Any member may resign at any time by submitting written notification to the Association.

B. Censure, Suspension or Expulsion:

Any member may be censured or suspended by a majority vote of the Chapter Board of Directors for good cause if according to its findings, a violation of any provision or obligation of the Chapter Constitution, By-Laws, or rules and regulations, has occurred. Any member may be expelled by a two-thirds vote of the Chapter Board of Directors for good cause if according to its finding, a violation of any provision or obligation of the Chapter Constitution, By-Laws, or

rules and regulations have occurred. Conduct unbecoming a member, conduct inimical to the welfare of ARMA International, and indebtedness to ARMA International shall also be causes for such disciplinary action. When such action is contemplated, the Chapter 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 by the Board for this purpose. Should revocation result, any dues paid will not be refundable.

C. Reinstatement or Restoration of Membership:

Any member whose membership has been suspended, may have their membership reinstated or restored by submitting a written request to the Association. In the case of failure to pay dues, membership will be restored upon receipt of required dues.

ARTICLE IV – ORGANIZATION

Section 1. Board of Directors:

- A. The Board of Directors of the Chapter shall consist of the elected officers; President, not more than three (3) Vice Presidents, including the Executive Vice President, Secretary, Treasurer and the Immediate Past President, and not more than three (3) directors appointed and approved by the majority of the Board.
- B. A quorum of the Board consists of a 2/3 majority of the Board's members.
- C. The management of the Rio Grande Chapter, its affairs, meetings and property shall be vested in the Board of Directors. The Board upon a 2/3 majority vote of its members shall have the power to:
 - 1. Perform any and all duties imposed on them collectively or individually by law, Chapter Constitution and these By-Laws.
 - 2. Manage the Chapter's finances including collection of dues and fees and expenditure of funds.
 - 3. Appoint directors and committees as needed to meet the needs of the Chapter members.
 - 4. Perform such duties as required to ensure proper functioning of the Chapter.

Section 2. Elections:

At the Annual Business Meeting held in May of each year the Chapter members in good standing shall elect the officers for the upcoming chapter year, beginning July 1 of each year. The Chapter members shall elect the President, not more than three (3) Vice Presidents, Secretary and Treasurer each for a one (1) year term.

A. Nominating Procedures:

1. The Nominating Committee consisting of not less than two (2) Chapter members shall be appointed by the Board of Directors by February 1 of each year.
2. The Nominating Committee shall nominate at least one candidate who is a member in good standing and has agreed to the nomination for the office to be filled, and shall present the slate of nominees to the Board not later than sixty (60) days prior to the Annual Business Meeting, usually the May Meeting.
3. Nominations for officers may also be made by members in good standing provided that such nominations are received by the Chapter Secretary not later than sixty (60) days prior to the Annual Business Meeting. Members nominating must have the knowledge and concurrence of the individual, who is a member in good standing, being nominated.

B. Election Procedures:

1. Voting shall be by Chapter members in good standing.
2. Voting will be by secret ballot prepared by the Secretary. Ballots shall contain only the names of the nominees and spaces for write-in candidates for each office. There will be no voter identification on any ballot.
3. Ballots will be issued not less than thirty (30) days or more than thirty five (35) prior to the Annual Business Meeting to the last recorded address of each member entitled to vote with instructions that ballots are to be returned and postmarked not later than ten (10) days prior to the Annual Business Meeting. All ballots received thereafter shall be deemed invalid.

4. An Election Committee consisting of one officer or director not running for office and one member in good standing will be appointed by the Board of Directors at the April meeting.
5. The Election Committee shall tabulate the votes prior to the beginning on the Annual Business Meeting. The newly elected members shall be announced at the Annual Business Meeting.

Section 3. Designation of Officers:

- A. The officers of the Chapter shall be a President, three (3) Vice Presidents, including the Executive Vice President, a Secretary, a Treasurer and the Immediate Past President. An individual may only hold one office at any time.

- B. Qualifications:

Any member in good standing may serve as an officer of the Chapter.

- C. Term of Office:

Officers shall not serve in the same office for more than two (2) consecutive one-year terms. A partial term filled due to a vacated office shall not be included in arriving at the two (2) years. The term of office runs from July 1 of the current year through June 30 of the following year.

- D. Removal and Resignation:

The Board may remove any officer, either with or without cause, at any time. The removal of an officer requires a two-thirds (2/3) majority vote of the Board of Directors.

Any officer may resign at any time by giving written notice to the Board or to the President or Secretary of the Chapter. Such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

- E. Vacancies:

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the

Board. In the event of a vacancy in any office other than that of President, such vacancy may be filled by appointment by the President with approval of a majority of the Board. The vacancy of the office of the President will be filled by the Executive Vice President.

If any officer is absent from two (2) consecutive Board meetings for causes unacceptable to the Board, a vacancy shall be considered to exist and a successor shall be appointed by the President with approval of the majority of the Board.

Section 4. Duties of the Chapter Officers:

A. President:

The President shall be the chief executive officer of the Chapter and shall, subject to the control of the Board, supervise and control the affairs of the corporation and activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be prescribed from time to time by the Board. Unless another person is specifically appointed as Chairperson of the Board, the President shall preside at all meetings of the Board and at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these By-Laws, he or she shall, in the name of the Chapter, execute such contracts, checks or other instruments which may from time to time be authorized by the Board.

B. Executive Vice President:

The Executive Vice President is not a separate elected officer, but one of the elected Vice Presidents.

The Executive Vice President shall assume the duties of the President during his or her absence or disability, assist the President in performance of his or her duties, and be responsible for coordinating all activities of special committees.

C. Vice Presidents:

There will be not more than three (3) Vice Presidents including the Executive Vice President. Each Vice President will be responsible for performing those duties and coordinating standing committees as determined by the Board. The committees include but are not limited to Membership, Programs, and Professional Development.

The Vice Presidents shall have other powers and perform such other duties as may be prescribed by law, the Chapter Constitution, these By-Laws, or as may be prescribed by the Board.

D. Secretary:

The Secretary shall:

1. Be the official custodian of all the records of the Chapter including the Constitution and By-Laws of the Chapter.
2. Keep a record including notices, agenda and minutes of all meetings of the Board of Directors and of the membership; distribute such notices, agendas and minutes to the Board; and make the records available to the membership.
3. Maintain the official list of the members with addresses, phone numbers and e-mail addresses, unless delegated to the Vice President in charge of the Membership Committee by the Board.
4. Prepare and mail to all members the ballots of candidates for elective offices.
5. Handle the Chapter correspondence not otherwise delegated to other members of the Board or Committee Chairpersons.
6. Perform all duties incident to the office of Secretary and such other duties as may be required by law, the Chapter Constitution or By-laws, or which may be assigned to him or her from time to time by the Board.

E. Treasurer:

The Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the Chapter, and deposit all such funds in the name of the Chapter in such banks, trust companies, or other depositories as shall be selected by the Board.
2. Receive, and give receipt for, monies due and payable to the Chapter from any source whatsoever.

3. Disburse, or cause to be disbursed, the funds of the Chapter as may be directed by the Board, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of the Chapter's business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
5. Exhibit at all reasonable times the books of account and financial records to any Director of the Chapter.
6. Provide to the Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation;
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
8. Perform all duties incident to the office of Treasurer and such other duties as may be required by law, the Chapter Constitution or By-laws, or which may be assigned to him or her from time to time by the Board.

F. Appointed Officers:

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

ARTICLE V – FINANCE

Section 1. The Fiscal year for the Chapter shall be July 1 to June 30.

Section 2. Audit:

- A. The accounts of the Chapter shall be audited within ninety (90) days of end of the Fiscal year by two (2) Board members to be determined at the annual planning meeting.
- B. A report of the audit shall be presented to the Board of Directors at the first meeting of the new Fiscal year.

Section 3. Disbursements:

- A. Payments to creditors will be made with thirty (30) days of receipt of the bill.
- B. Deposit of revenues from any source shall be deposited into the Chapter account within ten (10) days of receipt of such revenues.
- C. Signature authority will reside at a minimum with the President, one Vice President and the Treasurer. For all checks written for \$500.00 or more, two signatures shall be required.

ARTICLE VI – PARLIMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern the proceedings of the Rio Grande Chapter of the Association of Records Managers and Administrators, Inc. in all cases not provided for in these By-Laws, Constitution and ARMA International Administrative Letters.

ARTICLE VII – MEETINGS

Section 1. Regular Chapter Meetings:

The regular Chapter membership meetings will be held monthly except for May, July and August. May is the Annual Meeting, and there will be no membership meetings in July or August. The membership will be notified of meetings in the monthly Chapter Newsletter and by post card prior to the meeting, and the dates and times of membership meetings will be posted on the Chapter web site.

Section 2. Annual Meeting

The Annual Meeting will be held in May of each year. The Secretary will notify all members in good standing of the Annual Meeting not less than ten (10) days prior to the meeting. The Annual Meeting will also be announced in the Chapter Newsletter. The agenda for the Annual Meeting will include but not be limited to an update to the membership of activities of the Chapter, election of officers, and an accounting of the Chapter finances.

Section 3. Special Meetings:

- A. A Special Meeting of the Board of Directors may be called by any member of the Board of Directors. The Board member calling a Special Meeting will notify the Board members not less than five (5) days prior to the date of the Special Meeting.
- B. A Special Meeting of the Chapter Membership may be called by the Board of Directors with a majority vote for the meeting, or by petition to the Board by not less than ten (10) members in good standing. A notice of the Special Meeting shall be sent by the Secretary to all Chapter Members in good standing not less than five (5) days prior to the date of the Special Meeting. The notice will include an agenda of the Special Meeting. Only those items delineated on the agenda may be discussed at the Special Meeting.

Section 4. Board of Director Meetings:

Unless otherwise approved by the Board and by notice to the Chapter membership, Board of Director Meetings will be held each month prior to the Chapter monthly meeting except for July and August. There will be no meeting in July, and August meeting will be the annual Board of Directors planning meeting for the upcoming Chapter year. The annual planning meeting will be held on a date specified by the President with a majority approval by the Board.

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-thirds (2/3) majority of the members of the Board of Directors. No voting by proxy will be permitted at any Board of Directors meeting.
- B. A Quorum must be present to conduct business coming before the Chapter membership at any of its Annual Meeting. The Quorum shall consist of thirty percent (30%) of the Chapter members in good standing. No voting by proxy will be permitted at the Annual Meeting.

ARTICLE VIII – COMMITTEES

Section 1. Standing Committees:

The President shall be responsible for seeing that Standing Committees are appointed from Chapter members in good standing to serve one year terms beginning July 1 of the current year to June 30 of the next year. Unless otherwise provided by the Chapter Constitution and By-Laws, the President with the majority approval of the Board of Directors shall appoint the Committee Chairpersons. Unless otherwise provided by the Chapter Constitution and By-Laws, the Committee Chairperson shall select and appoint the members of each committee. The Standing Committees include:

- Membership
- Professional Development and Programs
- Publicity and Publications
- Legislative and Regulatory
- Awards

A. Membership:

1. Will develop, recommend and implement ways and means to attract and recruit qualified members.
2. Will develop and maintain membership standards.
3. Will assemble materials for new member kits and handouts, and will present them to the new members or prospective members at meetings or other events.
4. Will maintain the Chapter membership list and will provide the Chapter Secretary with changes and updates to the official membership list.

B. Professional Development and Programs:

1. Will develop, plan and conduct training sessions and courses in the areas of records and information management and related topics for the Chapter membership and the public.
2. Will provide to the Chapter membership information on programs and projects in the areas of records and information management and related topics.
3. Will develop, plan, coordinate and implement training programs at the monthly membership meetings and Chapter sponsored seminars and conferences.

4. Will arrange for speakers/presenters at meetings, seminars and conferences and will coordinate with the speakers/presenters to secure any equipment or other needs required for their presentations.
5. Will send letters of appreciation to all speakers/presenters on behalf of the Chapter after each program.

C. Publicity and Publications:

1. Will develop and maintain a publicity program that is consistent with the objectives of the Chapter and is in the best interests of the Chapter and ARMA International.
2. Will develop and manage public relations with the media including radio, television and print.
3. Will coordinate with and provide to the web site manager information concerning the Chapter that is to be published on the Chapter web site.
4. Will gather information and articles, publish and distribute the Chapter monthly newsletter.

D. Legislative and Regulatory:

1. Will review and prepare proposed changes and amendments to the Chapter Constitution and By-Laws.
2. Will submit to the Board of Directors proposals and recommendations for changes and amendments to the Chapter Constitution and By-Laws.
3. Will provide to the Secretary approved changes and amendments to the Chapter Constitution and By-Laws.

E. Awards:

1. Will develop a Chapter awards program to provide for the submission to the Board of Directors and ARMA international the names of Chapter members in good standing that warrant consideration for Chapter and ARMA International awards.
2. Will be responsible for submitting the Chapter for awards bestowed by ARMA International including Chapter of the

Year (COTY) Newsletter of the Year and Web Site of the Year, and any special awards that may be bestowed upon a Chapter.

Section 2. Special Committees:

Special Committees and their Chairpersons shall be appointed by the Board Of Directors or the President with the approval of a majority of the Board of Directors. The Special Committees include:

Nominating
Election
Events

A. Nominating:

The Nominating Committee consisting of not less than two (2) Chapter members shall be appointed by the Board of Directors by February 1 of each year. The Nominating Committee shall be dissolved upon acceptance of the slate of candidates for the next election.

B. Election:

The Election Committee consisting of one officer or director not running for office and one Chapter member in good standing will be appointed by the Board of Directors at the April meeting. The Election Committee shall be dissolved upon the completion of the election and induction of the new officers.

C. Events:

Events Committees may be appointed from time to time by the Board of Directors in order to develop, manage, coordinate and implement special events. The Events Committee will be dissolved upon completion of the event for which it was formed.

ARTICLE IX – DISSOLUTION

Upon dissolution of the Corporation, 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 thereunder, as both now exists or may hereafter be amended.

ARTICLE X - AMENDMENTS

Section 1. Any revisions and/or amendments to Chapter By-Laws shall be reviewed by the Region Manager and the ARMA International Director of Member Services prior to adoption to insure that the proposed revisions do not conflict with ARMA International policy.

Section 2. Amendment Procedures

- A. Proposed amendments to the Chapter By-Laws may be submitted to the Board of Directors by any Chapter members in good standing.
- B. Proposed amendments to the Chapter By-Laws will be reviewed by the Board of Directors at the next available meeting. The proposed amendment will be published in the Chapter newsletter and will provide for a comment period by the Chapter members of not less than thirty (30) days.
- C. The proposed amendment and any comments will then be reviewed by the Board of Directors at the next scheduled Board of Directors meeting.

The Board of Directors will vote on amending the By-Laws with a two-thirds (2/3) majority vote of the Board of Director required to pass the amendment.