ASSOCIATION OF RECORDS MANAGERS AND ADMINISTRATORS
METROPOLITAN NEW YORK CITY CHAPTER, INC.

BYLAWS

ARTICLE I – Name

The name of this organization is the ARMA Metropolitan New York City Chapter, Inc., a New York corporation hereinafter referred to as “Chapter” or ARMA Metro New York City.

ARTICLE II – Purpose

The objectives and purposes of this not for profit entity are to provide educational and networking opportunities to information management, information governance and other interested professionals to enable them to use their skills and experiences to leverage the value of records, information and knowledge as corporate assets and as contributors to organizational success.

ARTICLE III – Membership

Section 1. Classes of Membership

There shall be three classes of membership at the Chapter level: Professional, Honorary and Associate:

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

B. Honorary:
   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.

C. Associate:
   A duly qualified individual in good standing with the Association is entitled to limited benefits of the Association. Associate membership does not include the privilege of voting in an ARMA International election, Metropolitan New York City Chapter elections, holding Chapter office or receiving the printed version of the Association’s professional magazine.

Dated: August 1, 2017
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 Bylaws, shall be established and published by the ARMA International Board of Directors. Membership in the Association or in 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 person holding a position in records and information management or information governance, an educator or student, or someone who is generally interested in the fields of Records and Information Management or Information Governance, 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 Section 6 of this article.

Section 4. Applications

Applications for membership (Professional or Associate) shall be made in writing on forms furnished by ARMA International for this purpose. Applications are to be sent directly to ARMA International.

Section 5. Good Standing

A member in good standing is one whose current dues are paid and who complies with the provisions of the Articles of Incorporation and the Bylaws.

Section 6. Resignation

The resignation of any member in good standing shall be forwarded to the Vice President/Membership and, upon submission to the Board of Directors, will become effective. Any member severing connection with the Chapter by resignation shall, thereby, forfeit all interest in any of the properties or monies belonging to or paid into the Chapter.

Section 7. 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, has occurred. 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. Membership may be terminated by the Board of Directors when a member becomes delinquent in

Dated: August 1, 2017
Section 8. Re-designation

Membership in ARMA International can be re-designated from one person to another within a given company providing the membership fee has been paid by the company. Chapter membership can also be re-designated from one person to another within a given company providing the membership fee has been paid by the company.

ARTICLE IV – Finances

Section 1. Fiscal Year

The fiscal year of the Chapter shall begin July 1 and end June 30 of the following year.

Section 2. Dues

Annual membership dues of the Chapter shall be payable within one month following the expiration date. Chapters may change their annual dues amounts from time to time, as determined by the Chapter Board. Chapter dues changes must be approved by the Chapter Board and submitted to ARMA International no later than May 1. Invoices for Non-Renewal or Reinstatement dues will be sent to each member by ARMA International prior to the member’s expiration date.

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

B. A non-renewed member or former member may resume full membership benefits by reapplying for membership and making full payment of the annual ARMA International association and Chapter dues.

Section 3. Financial Management

A. Disbursements

   Expenses incurred by the Chapter (for example meeting and travel expenses) must be submitted to the Board of Directors to be approved for payment. Two Board member approvals are required before issuance of a check. For amounts of $3,000 or more, three Board member approvals are required. Signatories for the Chapter accounts will be the President, Executive Vice President, Treasurer, or Secretary. Only one signature is required on disbursed checks under $5000. For checks $5000 or higher, two signatures are required.
B. Audit Procedures
The Chapter will conduct an annual audit of the Finances in accordance with the required procedures set forth by ARMA International. This annual audit will compile all information for the Chapter to be included with the group tax return filing made to the IRS. The Audit will be conducted by the Chair of the Audit Committee, which falls under the direction of the Executive Vice President.

C. Funds
The Chapter funds will be kept in a commercial bank account under the Chapter name. Excess funds accumulated by the Chapter will be invested into conservative vehicles, such as a Money Market or low-risk Mutual Fund. The Board of Directors will approve any changes to the Fund selection or movement of funds between accounts.

ARTICLE V – Organization

Section 1. Board of Directors
The governing body of the Chapter shall be known as the Board of Directors, and shall consist of the Immediate Past President, five (5) elected offices and five (5) appointed offices. The Board of Directors shall assume the entire management and control of the activities of the Chapter. It shall be empowered to remove any Board member who is derelict in performance of his or her duties or is absent from three (3) meetings within a fiscal year (July 1 – June 30).

Section 2. Qualifications
All officers shall be Professional members in good standing of ARMA International and the Chapter.

Section 3. Elected Offices
- President
- Executive Vice President
- Secretary
- Treasurer
- Vice President-Membership

Section 4. Appointed Offices
- Vice President-Advertising and Promotion
- Vice President-Events and Special Projects
- Vice President-Information Technology
- Vice President-Newsletter
Section 5. Terms of Office

The President and Executive Vice President shall be elected to a one year term and shall serve no more than two consecutive terms. All other elected officers shall be elected to two year terms. All appointed Vice Presidents shall serve a one-year term and shall serve no more than two consecutive one-year terms.

Section 6. Duties of the Officers

A. President:
   Shall be the Chief Executive Officer of the Chapter and shall preside at all meetings of the members and of the Board; shall have general supervision, direction and direct control of the business of the officers of the chapter; shall appoint all non-Board Committee and Task Force heads as deemed necessary to carry on the activities of the Chapter; shall be an ex-officio member, with the right to vote, of all committees (except the Nominating/Elections Committee); shall sign all contracts and other formal instruments for the Chapter with approval of the Board; shall render an annual report at the Annual Business Meeting; and, shall perform such other duties as are required by the Presidency.

B. Executive Vice President:
   Shall perform the duties of the President in the absence or disability of the President; shall assist the President as required; shall monitor Committee and Task Force heads; shall implement board directives relating to chapter administration and development; shall serve as a "sounding board" for the chapter members, seeking out ideas, hearing complaints, and handling recommendations; shall be an ex-officio member with the right to vote, of all non-Board committees (except the Nominating Committee); and, shall perform such other duties as shall be delegated by the President, and in the event of resignation or death of the President, shall immediately succeed to the office of President.

C. Secretary:
   Shall maintain the minutes of the Board meetings and of the annual business meeting and submit them within ten (10) days of said meeting to the Board members for approval; shall maintain, manage and direct the Chapter’s Archives, including all materials related to the history and administration of the Chapter; and, shall maintain the business records and other Chapter memorabilia in an archive according to approved records management principles.

D. Treasurer:
   Shall maintain the Chapter’s financial affairs according to approved accounting procedures; shall submit a monthly report at the monthly Board meetings itemizing all Chapter revenues and expenditures; shall submit all expenditures to
the Board for its approval and if an immediate approval is required between the monthly Board meetings then the President (and the Executive Vice President in the President’s absence) may approve; shall maintain responsibility for all invoices to be produced by the Chapter; shall collect and deposit all revenues from membership dues, meeting attendance fees, sale of publications, or fees from special events; shall work with the President to create and maintain a budget for the fiscal year; shall complete the Form 990 as required by the Federal Government; and, shall submit the chapters financial records to the Audit committee.

E. Vice President-Membership:
Shall promote membership in the local Chapter as well as on the International level; shall monitor the renewal of existing memberships; shall promote attendance at Chapter meetings; shall officially greet new members into the Chapter and at meetings; shall maintain an accurate list of Chapter members and coordinate distribution of the list, as appropriate; shall maintain an accurate database consisting of Chapter membership information, mailing lists, and other information relevant to the administration of the Chapter.

F. Vice President-Advertising and Promotion:
Shall create and distribute literature (including meeting notices, notices of special events and special mailings, as required) to the Chapter; shall serve as the primary vendor liaison; shall maintain responsibility for all invoices to be produced by the Chapter and, shall maintain, with regular updates, the chapter’s social media presence, including but not limited to Facebook, LinkedIn, and Twitter.

G. Vice President-Events and Special Projects:
Shall be responsible for organizing and overseeing chapter and outreach Special Events (for example, the annual Sponsors and Members Appreciation event) and exhibits outside the Chapter; shall schedule all monthly Chapter meetings, including Special Events; and, shall maintain the relationship with the Chapter's meeting place, ensuring all provisions are arranged for each meeting, including food, beverage, and audio-visual equipment.

H. Vice President-Information Technology:
Shall design technical solutions and manage the assessment, procurement and deployment of technology to facilitate Chapter business.

I. Vice President-Newsletter:
Shall be the Editor of the Chapter Newsletter, and any other official publication, shall be an ex-officio member of the Newsletter Committee; and, shall work with other Records and Information Management and Information Governance related disciplines to solicit articles and other content to be published in the Chapter's Newsletter.
J. Vice President-Professional Development:
Shall promote the professional development and education of the Chapter’s membership through programs, seminars and workshops to provide appropriate educational sessions for the benefit of the membership; shall serve as Chapter representative to the Regional Leadership Conference Program Committee; and, shall serve as a resource for Chapter members seeking technical publications or information relating to recognized and approved records management policies and procedures, and, shall orchestrate the management of the Chapter’s library.

K. Immediate Past President:
Shall serve as an advisor to the President and Board of Directors and shall be a special envoy to the Chapter as required; shall create and distribute the elections ballot.

Section 7. Vacancy in Office:

A. President:
In case of a vacancy in the office of the President, the Executive Vice President shall assume the office for the remainder of the term and the full term of ascendancy thereafter.

B. Executive Vice President:
In case of a vacancy in the office of the Executive Vice President, nominees shall be solicited from the membership by the Nominating/Elections Committee Chair and the current Board of Directors. The Executive Vice President shall be elected through the standard ballot procedure at a special election.

C. Other Offices:
A vacancy in any other office shall be filled by appointment by the President, and ratified by the Board of Directors, for the balance of the respective unexpired term.

ARTICLE VI – Committees

Section 1. The Standing Committees shall be as follows:

A. Accreditation Liaison Committee:
Chaired by the Executive Vice President; liaison for those seeking, for example, the IGP or CRM.

B. Audit Committee:
Chaired by the Executive Vice President.

C. Chapter Leader of the Year:
Chaired by the President; shall consist of the past 3 recipients.
D. Chapter Member of the Year:
   Chaired by the President; shall consist of the past 3 recipients.

E. Government Affairs Committee:
   Chaired by the Executive Vice President.

F. Honored Member Award Committee:
   Chaired by the Executive Vice President.

G. Hospitality Committee:
   Chaired by the Vice President-Membership; shall contact members regarding business and shall serve as the greeting committee for new members at the registration desk for chapter events.

H. New Member of the Year:
   Chaired by the President; shall consist of the past 3 recipients.

I. Newsletter Committee:
   Chaired by the Vice President–Newsletter.

J. Nominating/Elections Committee:
   Chaired by the Immediate Past President; shall consist of not less than three members who are not elected officers; shall prepare a slate of nominees for each elective office in accordance with procedures shown in Article VII of these Bylaws.

K. Professional Development Committee:
   Chaired by the Vice President-Professional Development.

L. Sponsorship Committee:
   Chaired by the Vice President-Advertising and Promotion; shall be responsible for raising funds for chapter events.

M. Tellers Committee:
   Chaired by the Immediate Past President; shall be responsible for counting the ballots.

Section 2. Optional Committees

Purpose: To assist officers in the performance of their duties, the following committees may be formed by the officers indicated, without Board approval.

A. Advertising & Promotion Committee:
   Chaired by the Vice President-Advertising & Promotion

C. Special Events Committee:
Chaired by the Vice President-Events and Special Projects; shall locate venues for all events and maintain the relationship with the Chapter’s meeting places, ensuring all provisions are arranged for each meeting, including food, beverage, and audio-visual equipment.

Section 3. Special Committees

Shall be created by the President as deemed necessary.

ARTICLE VII – Election Procedures

Section 1. Nominating Procedures

The Nominating/Elections Committee shall select one or more nominees for each elective office and shall submit this list to the Secretary for submission to the membership by May 1 of each year. Each nominee must certify that their company shall endorse their time to work on the Board of Directors. No member of the Nominating/Elections Committee shall be a candidate for elective office.

Section 2. Election Procedures

Prior to April 1, the President shall appoint the Manager of the Elections Task Force. By May 1, the Manager of the Elections Task Force shall present a slate of candidates for office for the coming fiscal year. Following the presentation of candidates, the Manager of the Elections Task Force shall prepare ballots to designate the names on the slate of nominees for elective office, including spaces for write-in votes. A ballot shall be provided to all Professional and Honorary Members prior to the Annual Business Meeting. All ballots shall be returnable to the Manager of the Tellers Committee by mail or electronically (for example, by email). A majority shall constitute an election. Vacancies during term of office shall be filled by a person recommended by the President and ratified by the Board of Directors, except as provided in Article V, Section 6.

ARTICLE VIII – Meetings

Section 1. Meeting Schedule

Regular meetings of the members shall be held each month from September to June inclusive. The dates and arrangements for such meetings will be determined annually by each new Board of Directors. The regular June meeting, however, shall be the Annual Business Meeting of the Chapter, at which time such annual reports as are required shall be presented.

Section 2. Board of Directors Meetings

Dated: August 1, 2017
A meeting of the Board of Directors shall be held each month of the fiscal year (July through June). The time and date shall be agreed upon by the Board of Directors at the first meeting of the year (in July). The last meeting of the fiscal year (in June) shall be a joint meeting of the outgoing and incoming Boards.

Section 3. Special Meetings

Special meetings shall be called by the President when deemed necessary. Participants will be notified by telephone or e-mail at least 24 hours in advance of the meeting.

Section 4. Quorum

A. A quorum must be present to conduct business coming before the Board of Directors at any of its meetings. A quorum shall consist of a majority of the designated members of the Board.

B. At the membership meetings, twenty (20) of the active members shall constitute a quorum.

Section 5. Rules of Order

The rules contained in Robert’s Rules of Order Newly Revised, shall govern in all cases where they do not conflict with the Constitution or Bylaws of the Chapter.

ARTICLE IX – Policy

The name of the Chapter shall not be used in support of any person, party, or enterprise without the expressed, written consent of the Board of Directors.

ARTICLE X – Records

By June 30th of each year the retiring Officers and Committee Chairs shall convey to the outgoing President all accounts (except monies), record books, and other papers belonging to the Chapter. The President shall be charged with the disposal of all records. The Board of Directors shall provide a suitable storage place for permanent records.

ARTICLE XI – Modification

Section 1. Bylaws

These Bylaws may be modified, altered or amended by a majority vote cast by members provided that any proposed change shall have been sent to all active members thirty (30) days prior to the voting. Revisions and/or amendments to Chapter Bylaws shall be reviewed by ARMA International’s Director of Membership and Events and the Chapter Advisor prior to Chapter membership ratification.
Section 2. Incorporation

The Certificate of Incorporation may be modified, altered or amended pursuant to the Membership Chapter Law of the State of New York by a majority vote cast by Professional and Honorary members present, provided that any proposed change shall have been sent to all Professional and Honorary members thirty (30) days prior to the voting.

Section 3. Dissolution

In the event of dissolution of the 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 thereunder, as both now exist or may hereafter be amended, as the governing Board shall determine.