

**Bylaws of the Northern New Jersey - Summit Chapter
of
ARMA International
(as revised)**

ARTICLE I. NAME

The name of the organization shall be "NORTHERN NEW JERSEY - SUMMIT CHAPTER, INC."

ARTICLE II. OBJECTIVE

The purposes for which this corporation is formed are to advance the principles and practices of good Records and Information Management.

ARTICLE III. MEMBERS

Section 1. Class of Members

- A. Professional is a duly qualified individual in good standing with the Association entitled to full rights and benefits of ARMA International.
- B. Honorary Member is an individual who is granted a life membership by ARMA International's Board of Directors. Honorary Members are entitled to full rights and benefits of ARMA International.
- C. Associate Member a duly entitled 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, Northern New Jersey – Summit Chapter elections, holding Chapter office or receiving the printed version of the Association's professional magazine.

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 shall not be denied nor abridged based on 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 or a Chapter thereof, subject to the provisions of Section 7 of this Article.

Section 4. Good Standing

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

Section 5. 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. The duration of membership is for one (1) year and is renewable annually.

Section 6. Non-Renewal and Reinstatement

- A. Members whose dues have not reached ARMA International or the Chapter within one calendar month following the expiration date of membership shall be considered non-renewed.
- B. A non-renewed member or a former member may apply for membership upon full payment of annual Association and Chapter dues.

Section 7. Censure, Suspension or Expulsion

Any member may be censured or suspended by a majority vote of the Board of Directors of the Chapter 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. Any member may be expelled by a two-thirds vote of the Board of Directors of the Chapter for good cause if according to its finding, 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 ARMA International or the Chapter, and indebtedness to ARMA International or the Chapter shall also be causes for such disciplinary action. When such action is contemplated, the Board of Directors of the Chapter 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 refundable.

ARTICLE IV. OFFICERS AND THEIR DUTIES

Section 1. Officers

Officers of ARMA NNJ, the Corporation, shall be President, Executive Vice President, Vice President - Professional Development, Vice President - Membership, Vice President – Sponsor Relations Member, Vice President Sponsor Relations Vendor, Secretary, Treasurer and Immediate Past President, and three (3) Directorships.

Section 2. Qualifications

All officers shall be members in good standing of ARMA International and the Chapter.

Section 3. Nomination Procedures and Election

The Nominating Committee shall prepare a slate of at least one nominee for each elective office to be filled. This slate shall be submitted to the Board of Directors at least two months prior to the Annual Business Meeting. The Board of Directors shall vote on the slate of nominees and shall establish the date by which all ballots to be validated must be returned. In the event a nominee is not approved for election, the nominee must be informed and the Board is obligated to identify a new candidate for the open position.

Section 4. Board Election Procedures

The Immediate Past President will be the chairperson of the Elections Committee. If he/she is unable to perform the required duties, the President shall appoint a chairperson who shall not be a nominee for elective office. The chairperson shall prepare ballots designating the name of each nominee and the office for which each is proposed. Blank spaces shall be provided for write-in votes for each office.

Within two (2) weeks of the date, the slate of nominees is approved by the Board of Directors, and ballots shall be electronically mailed to all Chapter members in good standing. These ballots shall be returned by electronic mail to the Nominating Committee chairperson. A majority of the votes eligible to be counted shall be required to elect a nominee to office. The name of the person elected to each office shall be announced at the Annual Business Meeting and a report by the Nominating Committee chairperson of the votes cast for each nominee shall be filed by the Secretary for inclusion in the official records of the Chapter.

Section 5. Terms of Office

Effective with the ARMA NNJ Elections of 2012 all Officers, other than the Immediate Past President, shall be elected for a term of two (2) years beginning July 1 of the election year and ending on June 30 of the following year. An Officer who has served for more than half a term shall be considered to have served a full term.

In addition to the Officers named in Section 1, three (3) other persons shall be elected as Directors for a two (2) year term in office beginning July 1. Two Directors shall be elected in each even numbered year and one in each odd numbered year. Each of the three Directors will be appointed to at least one (1) Committee during their term in office.

No Officer or Director may serve more than the terms specified for that elected office.

Section 6. Vacancies

A vacancy in any office except that of President shall be filled by election by the Board of Directors for the unexpired term. Vacancies in the office of the President shall be filled as provided in Article IV, Section 6 (2), and (3) and (4).

Section 7. Duties and Responsibilities

The Officers shall perform the duties provided in this section and such other duties as are prescribed in these bylaws, by the board of directors, in the adopted parliamentary authority, or by ARMA International, including a review of the by-laws on a bi-annual basis.

Duties of Officers are summarized and described below as follows:

- A. President - The President shall be Chief Executive Officer of the Chapter and shall preside at all meetings of the members and the Board of Directors. The President shall appoint the chairperson of each standing committee where the chairperson is not designated elsewhere in these bylaws, as deemed necessary to carry on the activities of the Chapter. The President shall be an ex-officio member with the right to vote on all committees; shall sign contracts for the Chapter; shall render an annual report at the Chapter's Annual Business Meeting and shall perform such other duties as are required of the President. Responsibilities include:
- (1) Consult with the Board of Directors on matters of Chapter policy and the development of annual goals and objectives
 - (2) Liaise with ARMA International headquarters and the Northeast Region on behalf of the Chapter
 - (3) Represent the Chapter in relations with other professional, business, and service organizations
 - (4) Plan to attend ARMA International's Annual Conference and Expo in the fall, and attend the Chapter Leadership Forum
- B. Executive Vice President - The Executive Vice President is the second Executive Officer of the Chapter. Responsibilities include:
- (1) Assist the President in the executive direction of Chapter affairs
 - (2) Directs the activities of the appointed members of the Board of Directors
 - (3) Serves on at least two (2) committees as appointed by the President
 - (4) In the absence or disability of the President, the Executive Vice President performs all the duties of the President. The Board of Directors or the President may delegate other powers or duties to the Vice President.
- C. Vice President, Professional Development - The Vice President, Professional Development shall be Chairperson of the Professional Development Committee and shall perform other duties as are delegated or assigned by the President; In the event of the resignation or permanent disability of the President and Executive Vice President, the Vice President – Professional Development shall immediately succeed to the vacated office.

The Vice President, Professional Development shall promote the professional development and education of the Chapter's membership through programs, seminars and workshops and interface with ARMA International's Director of Professional Development as appropriate. They shall

collaborate with the Board of Directors to provide expanded and appropriate educational sessions for the benefit of the membership; shall serve as a resource for Chapter members seeking technical publications or information relating to recognized and approved records management policies and procedures.

D. Vice President, Membership - The Vice President, Membership shall be chairperson of the Membership Committee and shall perform other duties as delegated or assigned by the President. In the event of resignation or permanent disability of the President, Executive Vice President and the Vice President – Professional Development, the Vice President - Membership shall immediately succeed to the vacated office of the President. Responsibilities include:

- (1) Continued growth of the Chapter and the Association by adding to the membership
- (2) Retention of membership within the Chapter and the Association

E. Vice President, Sponsor Relations Member - The Vice President, Sponsor Relations Member may not be affiliated with a prospective vendor, consultant or other Record Management or Information Governance service provider and shall serve as the co-chairperson of the Sponsor Relations Committee and shall perform such duties delegated or assigned by the President. Responsibilities include:

- (1) Establishes and implements an annual sponsorship and advertising campaign for the Chapter
- (2) Establishes advertising rates for Chapter publications including the Newsletter and the Chapter's website
- (3) Promotes the sponsorship of Chapter events and the advertising in the Chapter's publications
- (4) Promotes the concepts of Records Management within the professional community

F. Vice President, Sponsor Relations Vendor- The Vice President, Sponsor Relations shall be affiliated with a vendor, consultant or other Record Management or Information Governance service provider and shall serve as the co-chairperson of the Sponsor Relations Committee and shall perform such duties delegated or assigned by the President. Responsibilities include:

- (1) Establishes and implements an annual sponsorship and advertising campaign for the Chapter
- (2) Establishes advertising rates for Chapter publications including the Newsletter and the Chapter's website
- (3) Promotes the sponsorship of Chapter events and the advertising in the Chapter's publications
- (4) Promotes the concepts of Records Management within the professional community

G. Secretary - The Secretary is the corresponding and recording officer of the Chapter and shall perform other duties delegated or assigned by the President. Responsibilities include:

- (1) Keep the records of all meetings of the Chapter including those of the Board of Directors

- (2) Maintain all record keeping responsibilities of the Chapter
 - (3) Acts as a liaison between Chapter members and the Board of Directors
- H. Treasurer - The Treasurer is the Financial Officer of the Chapter and is the Chairperson of the Audit and Budget Committee; and, shall perform such other duties as may be delegated or assigned by the President. Responsibilities include:
- (1) The Treasurer is responsible to the President and the Board of Directors for the receipt and deposit of all funds of the Chapter and for the disbursement of funds for properly vouched and approved expenditures.
 - (2) Shall have charge of all financial records and shall be the custodian of the funds of the Chapter in such depository as is selected by the Treasurer and approved by the Board of Directors.
 - (3) Maintain accurate books of account, which shall be open to inspection or audit.
 - (4) Disburse funds subject to the approval of the Board of Directors.
 - (5) Prepare an annual budget for approval by the Board of directors.
 - (6) The Treasurer shall submit a written financial report at each Board meeting of the Board of Directors.
- I. Immediate Past President - The Immediate Past President shall serve as Chairperson of the Nominating Committee; serve as Chairperson of the Awards Committee; be the chief elections officer; and perform such duties as may be delegated or assigned by the Board of directors.

Section 8. Removal from Office

- A. Any ARMA NNJ Chapter officer whose conduct shall be considered detrimental to the best interest of ARMA International or the Chapter or who shall willfully exploit the organization for personal gain or otherwise violate these Bylaws as they are written or other rules or regulations may be terminated by a majority vote of no confidence due to the failure to meet the obligations of the elected officer's position on the Board.
- 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 full elected term.

ARTICLE V. MEETINGS

Section 1. Regular Meetings

Regular meetings of the members shall be held during the course of the year. The dates and arrangements for these meetings shall be determined annually by the Board of Directors at their first meeting held following July 1. In the case of an emergency or extremely bad weather, a meeting may be cancelled by the President.

Section 2. Special Meetings

Special meetings may be called by the President or by a majority of the Board of Directors.

Section 3. Annual Meeting

The meeting held in July shall be the Annual Meeting at which annual reports shall be presented.

Section 4. Quorum

A quorum will consist of greater than 50% of the standing Board's total set of members and shall constitute a quorum for the transaction of business in any meeting of the Chapter. If a quorum is not attained, no official business may be conducted and should a vote be taken it will be considered invalid.

Section 5. Conducting Business

A simple majority shall decide any issue voted upon. In the event of a tie vote, the President shall be entitled to cast the deciding vote, or may refer the issue to a general meeting.

ARTICLE VI. BOARD OF DIRECTORS AND APPOINTED POSITIONS

Section 1. Composition

The Board of Directors, which is the governing body of the Chapter, shall consist of the elected officers and three (3) elected Directors.

Section 2. Duties

The Board of Directors shall:

- A. Manage the activities of the Chapter.
- B. Approve an annual budget.
- C. Select the dates and make arrangements for meetings of the members.
- D. Perform all other duties as necessary to advance the principals and practices of good Records and Information Management (RIM) as outlined by "Generally Accepted Records Keeping Principles" and other Records and Information Management Standards.

Section 3. Directors

Each Director serves as a full voting member of the Board of Directors and performs duties as may be assigned by the President or by the Board of Directors. An ARMA NNJ Director will serve on at least one Chapter committee.

Section 4. Appointed Positions

The President shall make appointments for non-elected positions. The Board of Directors can overrule a selection with a 2/3 vote. There are no term limits for an appointed position(s). Appointed positions include:

- A. CRM Liaison: The CRM Liaison would work with the VP, Professional Development and would be responsible for promoting the CRM designation for Chapter membership; encourage and support candidates throughout the application and testing process including the organization of meetings and study groups. The CRM Liaison would also work with the VP, Professional Development on education seminars and workshops to obtain CRM credit approval from ARMA International and be responsible for recognizing new CRMs. This position will be held by a member in good standing as a CRM.
- B. Historian: The Historian of the ARMA NNJ Chapter shall develop and maintain the history of the Chapter. The Historian shall have custody of the Organization's original Certificate of Incorporation, Bylaws and amendments thereto and all other records pertaining to the history of the Organization.
- C. Librarian: The Librarian of the Chapter shall maintain and support the ARMA NNJ Chapter Library Resources, which are to be used by the ARMA NNJ Chapter's membership for their education, development and growth. The library will consist of books, CDs, DVDs, periodicals, etc. or such other media as may become available.
- D. Newsletter Editor: The Newsletter Editor shall be the Editor of the ARMA NNJ Newsletter or any other official publication of the Chapter.
- E. Scholarship: This appointed member will Chair the Scholarship Committee and will review and assess the papers submitted by student applicants to determine a recipient of the annual scholarship program.
- F. Technology Liaison: The Technology Liaison shall be responsible for the continuing education of the Board of Directors with respect to changing technology and its applications to ensure currency and relevancy with the technology as it applies to the Chapter and with the Social Networking capabilities that are emerging throughout the public and private domains. Also will be responsible for the development, maintenance and reporting on all aspects of the ARMA NNJ Website.

Section 5. Meetings

- A. Place and Times of Meetings - The Board of Directors shall meet at least eight (8) times annually, the dates and time to be decided at its first meeting.
- B. Quorum - A majority of the Board of Directors shall constitute a quorum greater than 50% of the voting membership.

- C. Special Meetings - Special meetings of the Board of Directors may be called by the President or by a majority of the Board to address issues of an urgent nature. In the case of an emergency or extremely bad weather, a meeting may be cancelled by the President.
- D. Meeting by Conference Call - Members of the Board of Directors or of any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

ARTICLE VII. FINANCES

Section 6. Fiscal Year

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

Section 7. Membership Dues

Membership dues for the Chapter shall be set by the Board of Directors in advance of the new fiscal year. The amount will be in addition to the amount designated by the Association. The Chapter shall notify the Association of any changes in local dues no later than May 1st.

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 chairperson shall be for two (2) years or until a successor has been selected.

Section 2. Duties of Committees

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

Section 3. Plan of Work

The chairperson 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 current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the Chapter in all cases not provided for in these Bylaws or Articles of Incorporation and ARMA International Policies and Procedures.

ARTICLE XI. RECORDS

By June 30 of each year, the retiring Officers, Directors and Committee Chairpersons shall convey to their respective successor in office all accounts, including monies, record books and other papers belonging to the Chapter. The Board of Directors shall be charged with disposition of all records not belonging to a specific Chapter. The Historian shall have custody of the Organization's original Certificate of Incorporation, Bylaws and amendments thereto and all other records pertaining to the history of the Organization.

The Board of Directors shall establish and monitor a retention schedule for Chapter records, which satisfies legal, regulatory, and ARMA International requirements.

ARTICLE XII. AMENDMENT

These Bylaws may be amended by a two-thirds vote of the active Board of Directors if notice of the proposed amendment has been sent in writing at least thirty (30) days prior to the meeting at which the amendment is voted. Proposed amendments shall be reviewed by ARMA International's Director of Member Services and the Region Manager prior to notice being sent to the members to insure that the proposed amendment does not conflict with ARMA International Policy. This amended version of the ARMA NNJ Bylaws effective July 24, 2013 will supersede all previous amendments upon approval by the ARMA NNJ Board of Directors, the Northeast Region and ARMA International.