

Bylaws of NEBRASKA CHAPTER, ARMA INC.

ARTICLE I – Name

The name of this organization shall be NEBRASKA CHAPTER, ARMA INC. (“Chapter”).

ARTICLE II – Objectives

The objectives of this not-for-profit, educational organization are to provide education, research and networking opportunities to information professionals to enable them to use their skills and experience to leverage the value of records, information, and knowledge as corporate assets and as contributors to organizational success.

ARTICLE III – Members

Section 1 – Classes of Membership

A. Professional: A duly qualified individual in good standing with ARMA International (“ARMA”) entitled to full voting and other rights and benefits of ARMA.

B. Associate: A duly qualified individual in good standing with ARMA is entitled to limited benefits of ARMA. Associate membership does not include the privilege of voting in an ARMA election, Chapter elections, holding Chapter office or receiving ARMA’s professional magazine.

Section 2. Requirements

The requirements for each class of membership and the processes for application, in addition to those contained within these bylaws (“Bylaws”) and the bylaws of ARMA, shall be established and published by the ARMA Board of Directors. Membership in ARMA or the Chapter shall not be denied or abridged on account of race, color, religion, sex, age, national origin, disability, sexual orientation or choice of lifestyle.

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 or the Chapter, 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 and the Chapter, and who complies with the provisions and obligations of the Articles of Incorporation and the Bylaws of the Chapter and the policies and procedures of ARMA.

Section 5. Applications

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

Section 6. Non-Renewal and Reinstatement

A. Members whose dues have not reached ARMA or the Chapter within one (1) 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 ARMA 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 ("BOD") 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 (2/3) vote of the BOD 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 or the Chapter, and indebtedness to ARMA or the Chapter shall also be causes for such disciplinary action. When such action is contemplated, the BOD shall provide written notification to the party concerned, and afford an opportunity for a hearing before the BOD or a special committee appointed by the BOD 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

The officers ("Officers") of the Chapter shall be a President, Vice President, Secretary, Treasurer and the Immediate Past President.

Section 2. Qualifications

All Officers and Directors (defined below) shall be professional members in good standing of ARMA and the Chapter.

Section 3. Nomination and Election

Officers shall be elected at the Annual Meeting (defined in Article V below) during odd numbered years by ballot (except that election may be by verbal vote if there is only one (1) nominee for an office).

The President, with the approval of the other Officers, shall appoint five (5) directors who shall serve terms coinciding with that of the President ("Directors"). The Directors of the Chapter shall be the Librarian, Director of Membership, Director of Program Arrangements, Director of Public Relations and Webmaster.

Section 4. Term of Office

All Officers and Directors shall assume office July 1. They shall serve for a term of two (2) years or until their resignation or successors are elected or appointed and have assumed duties. An Officer or Director who has served for more than half a term shall be considered to have served a full term.

A. No member shall hold more than one (1) office or directorship at a time. No Officer shall be eligible to serve more than two (2) consecutive terms in the same office. A Director may serve an indefinite number of terms.

B. The President and Vice President shall not be employed by the same company or organization.

Section 5. Vacancies

A vacancy in any office, except that of President, shall be filled by the BOD by ballot vote. If the office of the President is vacated, the Vice President shall assume the office of the President. A vacancy in any directorship shall be filled by the President with the approval of the other Officers.

Section 6. Duties and Responsibilities

The Officers and Directors shall perform the duties provided in this section and such other duties as are prescribed in these Bylaws, by the BOD, in the adopted parliamentary authority, or by ARMA.

A. President. The President shall:

1. Obtain working knowledge of the Chapter Strategic Plan (the "Plan"). In collaboration with the BOD, develop a roadmap for the Chapter Year that supports the Plan.
2. Organize and lead the BOD meetings which typically take place on the third (3rd) Wednesday of each month. This includes agenda creation and facilitation of the meetings.
3. Facilitate and present administrative announcements during Chapter meetings. This includes recognizing BOD members, announcing upcoming events, and providing any other relevant information to the attendees.
4. Attend monthly Regional meetings via conference call or webex. Provide Chapter updates based on information provided by the Region Coordinator and update Region Coordinators on Chapter activities.
5. Have dual check signing and credit card authority along with the Treasurer.
6. In close collaboration with the Treasurer, review finances and budget status. Carefully review monthly financial statements.
7. Collaborate with the Treasurer to complete Form 990, which is due to ARMA by November 15th of each year.
8. Attend the Region Leadership Conference and ARMA Conference as a Chapter representative.
9. Coach and keep in touch with BOD members regarding projects and assignments.

10. Maintain a high degree of familiarity with these Bylaws.
11. Plan and conduct the annual BOD Transition Meeting, typically at the first summer planning session in mid-July.
12. Participate in Chapter strategic planning discussions. Submit Chapter Year budget expense projections for the President's office to the Treasurer during the summer planning sessions ("Planning Sessions").
13. Create and maintain Chapter records regarding the President's office, transition them to the incoming President and provide official copies to the Librarian (in electronic format whenever possible).
14. Identify potential program topics and speakers during the BOD Planning Sessions.
15. Welcome guests as they arrive at monthly meetings.
16. Serve as the point of contact for general inquiries.
17. At least once per week, review the Chapter website to ensure that information is current and accurate.
18. Create the Chapter leadership presentation for the Region Leadership Conference and typically co-present with the Vice President. The presentation consists of a Chapter year in review, focusing on successes, lessons learned and a year-end financial report.
19. Act as the Chapter representative/liaison in various venues.
20. Serve as an ex-officio member on all committees except the Nominating and Awards Committees as described in these Bylaws.
21. Do other assigned duties.

B. Vice President. The Vice President shall:

1. If the President is unavailable, preside over BOD Meetings and follow the established agenda. Create the agenda if the President is unable to do so.
2. If the President is unavailable, present administrative announcements during the Chapter Meeting as described in A.3. above.
3. Identify potential program topics and speakers during the BOD Planning Sessions.
4. Serve as the Spring Seminar ("Seminar") Committee Chair, develop educational topics and identify speaker(s) to present on the topics at the Seminar.
5. Collaborate with the Treasurer to develop the Seminar budget (estimated number of attendees, sponsors, revenue and expenses) and throughout the Seminar planning process make every effort to stay within or under budget.
6. Assemble a Seminar Committee ("Committee").
7. With help of the Committee, coordinate the Committee meetings, venue selection and reservation (including working with the Director of Program Arrangements regarding venue special requirements), marketing outreach, sponsorships, Seminar agenda, catering, registration forms, process and pricing, invitee list, nametags, and speaker logistics including travel, hotel, transportation, signing of speaker agreement and securing of the presentation.
8. Attend the Seminar and act as moderator (make administrative announcements, speaker(s) introductions, break announcements, raffle winners and closing remarks). Ensure that the Seminar day stays on schedule.

9. Distribute the Seminar attendee satisfaction surveys. Collect completed surveys, tabulate results and distribute the results to the BOD.
10. Collaborate with the Treasurer to ensure that Seminar vendor and speaker fees and expenses are paid in a timely manner.
11. Participate in BOD meetings and decision making.
12. Welcome guests as they arrive at monthly meetings.
13. Participate in Chapter strategic planning discussions. Submit Chapter Year budget expense projections for the Vice President's office to the Treasurer during the Planning Sessions.
14. Identify an individual to serve as the next Vice President and notify the President.
15. Create and maintain Chapter records regarding the Vice President's office, transition them to the incoming Vice President and provide official copies to the Librarian (in electronic format whenever possible).
16. Review the speaker agreement ("Speaker Agreement") template annually.
17. Do other assigned duties.

C. Secretary. The Secretary shall:

1. Record and maintain the minutes for each BOD meeting ("Minutes"). Minutes should reflect substantive topics discussed and decisions rendered including if the Financial Reports submitted by the Treasurer were approved. All motions, whether approved or not, shall be carefully documented. Minutes shall also reflect the BOD meeting date, start and end times, and names of individuals who attended in person and remotely as well as those who joined late and were absent.
2. Make draft Minutes available for review and approval to all BOD members within two weeks of the BOD meeting conclusion.
3. Revise draft Minutes as appropriate based upon BOD member feedback and finalize the Minutes.
4. Send the approved Minutes to the Webmaster to post to the website.
5. Participate in BOD meetings and decision making.
6. Participate in Chapter strategic planning discussions. Submit Chapter Year budget expense projections for the Secretary's office to the Treasurer during the Planning Sessions.
7. Identify potential program topics and speakers for the upcoming year during the BOD Planning Sessions.
8. Welcome guests as they arrive at monthly meetings.
9. Identify an individual to serve as the next Secretary and notify the President.
10. Create and maintain Chapter records regarding the Secretary's office (including all Minutes), transition them to the incoming Secretary and post official copies on Google Docs .
11. Do other assigned duties.

D. Treasurer. The Treasurer shall:

1. Maintain the Chapter financial accounts using an electronic application including tracking deposits and disbursements in a timely manner.
2. Prepare the Treasurer's Report and Budget Status Report each month. Submit

both reports along with a copy of the most recent bank statement (collectively, the "Financial Reports") to the BOD members for review prior to the next scheduled BOD meeting.

3. Present the Financial Reports for approval during each BOD meeting.
4. Reconcile bank statements against monthly financial activity.
5. Secure payment from attendees at Chapter events such as monthly meetings and the Seminar. Track payments against attendees to ensure that they have paid according to their status as members, non-members, vendors, exhibitors, etc. Send invoices to event attendees who failed to pay. Communicate with the Directors as needed with respect to meeting RSVP's and payments received via PayPal.
6. Review revenue and expenses associated with the Seminar and provide BOD with a report on the final results.
7. With the Director of Membership, track RSVPs and communicate responses to the BOD.
8. Render payment to meeting venues while closely collaborating with Director of Program Arrangements to ensure that the number of attendees matches the amount charged to the Chapter.
9. Receive, deposit, and disburse Chapter funds in a timely manner. This includes reimbursement of expenses by BOD and Chapter members. Ensure that there is a completed Income/Expense Reporting form for all income and expenses for the Chapter.
10. Submit payment of the Chapter assessment, if applicable, to the Midwest Rocky Mountain Regional fund no later than December 31st of each year.
11. Complete IRS Form 990 and submit to ARMA by the stipulated date.
12. Create and maintain the annual operational budget in spreadsheet format with BOD input and/or based on previous year amounts. Get BOD approval. Track revenue and expenses against designated categories so that future expense projections are useful.
13. Have dual check signing and credit card authority along with the President. Transfer check signing and credit card authority as needed after a new President and/or Treasurer are sworn into office, typically June or July of every other year.
14. Cause the Treasurer accounts to be audited by an independent auditor of competent skill as of the close of the fiscal year and report the auditor's findings to the BOD at the next BOD meeting but no later than the regular September meeting.
15. Participate in BOD meetings and decision making.
16. Identify potential program topics and speakers during the BOD Planning Sessions.
17. Welcome guests as they arrive at monthly meetings.
18. Participate in Chapter strategic planning discussions and add the perspective of the Chapter financial wherewithal and capabilities when appropriate.
19. Collaborate with the BOD to determine the appropriate capital safety cushion.
20. Research and identify the best investment options for capital on hand. Investments should be low risk with the primary focus being preservation of capital.

21. Identify an individual to serve as the next Treasurer and notify the President.
22. Create and maintain Chapter records regarding the Treasurer's office, transition them to the incoming Treasurer and provide official copies to the Librarian (in electronic format where possible).
23. Submit reports as required by ARMA.
24. Do other assigned duties.

E. Immediate Past President. The Immediate Past President shall:

1. Assist with the transition of the incoming President. Provide an overview of the position, outline of responsibilities, update on ongoing projects, and transition documentation (preferably electronic).
2. Identify, along with the BOD, a charitable outreach endeavor for the Chapter. The Chapter is a not-for-profit organization so we do not receive a tax deduction for donations.
3. Assemble an Awards Committee and serve as the chair. Lead the process to select Chapter recognition awards. Recognize the Chapter Member of The Year and Chapter Leader of the Year as well as any other award winners during the June monthly meeting (or designate another member to do so). Facilitate the Chapter Member Tenure Awards presented by the Director of Membership.
4. Swear in newly elected BOD Members during the June Chapter meeting unless a member of the Midwest Rocky Mountain Region Leadership or the ARMA Board of Directors is available.
5. Participate in BOD meetings and decision making.
6. Participate in Chapter strategic planning discussions. Submit Chapter Year budget expense projections for the Immediate Past President's office to the Treasurer during the Planning Sessions.
7. Identify potential program topics and speakers during the BOD Planning Sessions.
8. Welcome guests as they arrive at monthly meetings.
9. Create and maintain Chapter records regarding the Immediate Past President's office, transition them to the incoming Immediate Past President and provide official copies to the Librarian (in electronic format where possible).
10. Collaborate with BOD members to ensure that BOD position descriptions are current and accurate.
11. Assemble the Bylaws Committee and serve as the chair during the Chapter Year when the Chapter/ BOD updates the Bylaws.
12. Assemble the Nominating Committee and serve as the chair during odd-numbered years. At the annual meeting in May of odd-numbered years, the committee shall present at least one (1) nominee for each office. Additional nominations from the floor shall be permitted.
13. Do other assigned duties.

F. Librarian. The Librarian shall:

1. Provide a list of books, publications or media to be purchased for the Chapter Library ("Library") during the BOD meetings.
2. Order books, publications or media approved by the BOD.

3. Make administrative announcements regarding the Library during Chapter meetings.
4. Participate in BOD meetings and decision making.
5. Participate in Chapter strategic planning discussions. Submit Chapter Year budget expense projections for the Librarian's position to the Treasurer during the Planning Sessions.
6. Identify potential program topics and speakers during the BOD summer planning sessions.
7. Welcome guests as they arrive at monthly meetings.
8. Identify an individual to serve as the next Librarian and notify the President.
9. Create and maintain Chapter records regarding the Librarian's position and transition them to the incoming Librarian.
10. Do other assigned duties.

G. Director of Membership. The Director of Membership shall:

1. Acknowledge new members who have joined the Chapter upon notification from ARMA of such new members. Provide new members with an overview of Chapter resources and mention upcoming meetings.
2. Maintain a master list of Chapter members ("Master List") which should include name, address, contact information, anniversary date, employer and job title. Compare the Master List against the monthly membership reports provided by ARMA. Track member tenure dates against when they originally joined ARMA.
3. Maintain a list of backup topics and speakers should a speaker cancel at the last minute.
4. With the Treasurer, track RSVPs and communicate responses to the BOD.
5. Participate in Chapter strategic planning discussions. Submit Chapter Year budget expense projections for the Director of Membership's position to the Treasurer during the Planning Sessions.
6. Maintain a prospective member list ("Prospect List"). The Prospect List shall be comprised of non-members who have attended monthly meetings and the Seminar, those who have expressed interest in the Chapter in some way and the ARMA 099 report of non-members.
7. Present the Chapter Member Tenure Awards during the June monthly meeting as facilitated by the Immediate Past President.
8. Acknowledge new members during the next monthly meeting after they join the Chapter.
9. No later than April of each year, procure the ARMA tenure pins from ARMA, if necessary (allow four to six weeks for delivery). The Chapter acknowledges anniversaries in increments of 5 years (e.g. 5, 10, 15, etc.). Anniversary dates coincide with the Chapter year (July 1st thru June 30th).
10. Report membership initiatives to the BOD.
11. Lead or co-lead campaigns to market the Chapter to targeted groups and recruit new member's (e.g. young professionals).
12. Participate in BOD meetings and decision making.
13. Identify potential program topics and speakers during the BOD Planning Sessions.

14. Welcome guests as they arrive at monthly meetings.
15. Participate in Chapter strategic planning discussions. Submit Chapter Year budget expense projections for the Director of Membership's position to the Treasurer during the Planning Sessions.
16. Identifying an individual to serve as the next Director of Membership and notify the President.
17. Create and maintain Chapter records regarding the Director of Membership's position, transition them to the incoming Director of Membership (including the Master List and Prospect List) and provide official copies to the Librarian (in electronic format where possible).
18. Do other assigned duties.

H. Director of Program Arrangements. The Director of Program Arrangements shall:

1. Identify venues for the Chapter monthly meetings. Visit potential venues as needed to make sure they meet the following criteria:
 - Able to accommodate a minimum of **55** attendees comfortably.
 - Located in Lincoln, Omaha or between the two cities (e.g. Ashland).
 - Appropriate visibility to speaker(s) and proper acoustics.
 - Above average quality food.
 - Adequate parking.
2. Maintain list of preferred venues with contact information.
3. Plan and reserve venues well in advance including signing contracts and paying any required deposit.
4. Provide a copy of the signed contract(s) and supporting materials to the Treasurer in a timely manner.
5. Ensure that audio and visual equipment is reserved or on hand as requested by the speaker per the Speaker Agreement or Chapter planning form.
6. Forward the final attendee count to the venue at the prescribed time.
7. Monitor service and food delivery during monthly meetings to ensure that the venue is on schedule and providing service and food that was agreed upon in the contract.
8. Maintain and create attendee nametags (or designate this duty to another Chapter member).
9. Communicate with the Treasurer to ensure an accurate attendee count and verify that the invoice is correct relative to the number of attendees.
10. Submit income/expense forms for all vendor invoices to the Treasurer.
11. Provide advice to the Vice President, as requested, on event coordination best practices for the Seminar.
12. Coordinate with the President to determine when to cancel a meeting due to inclement weather. If necessary, re-negotiate the vendor contract(s) for the cancelled meeting.
13. Participate in BOD meetings and decision making.
14. Identify potential program topics and speakers during the BOD Planning Sessions.
15. Welcome guests as they arrive at monthly meetings.
16. Participate in Chapter strategic planning discussions. Submit Chapter Year

budget expense projections for the Director of Program Arrangements' position to the Treasurer during the Planning Sessions.

17. Identify an individual to serve as the next Director of Program Arrangements and notify the President.
18. Create and maintain Chapter records regarding the Director of Program Arrangements' position, transition them to the incoming Director of Program Arrangements and provide official copies to the Librarian (in electronic format where possible).
19. Do other assigned duties.

I. Director of Public Relations. The Director of Public Relations shall:

1. Record Chapter events, meetings and seminars using a digital camera.
2. Upload photos of Chapter events, meetings and the Seminar to the Chapter electronic repository in a timely manner.
3. Develop and send out all Chapter communications.
4. Send out meeting invitations electronically at least two (2) weeks prior to such meeting and again one week prior to the meeting.
5. Create and distribute the yearly program brochure (showing speakers and events for the Chapter Year) prior to the first Chapter meeting in September (may be delegated to another Chapter member).
6. Participate in BOD meetings and decision making.
7. Identify potential program topics and speakers during the BOD Planning Sessions.
8. Welcome guests as they arrive at monthly meetings.
9. Participate in Chapter strategic planning discussions. Submit Chapter Year budget expense projections for the Director of Public Relations' position to the Treasurer during the Planning Sessions.
10. Identify an individual to serve as the next Director of Public Relations and notify the President.
11. Create and maintain Chapter records regarding the Director of Public Relations' position, transition them to the incoming Director of Public Relations and provide official copies to the Librarian (in electronic format where possible).
12. Do other assigned duties.

J. Webmaster. The Webmaster shall:

1. Do, and train the incoming Webmaster during the July/August planning period on, the following:
 - Updating the Chapter website ("Website") pages including adding events, Library inventory, announcements and job postings.
 - Uploading documents to the Website including forms, presentations and Chapter documents (e.g. meeting minutes).
 - Coordinate with the Director of Public Relations to establish a schedule for posting Chapter event notices to the Website.
2. Update the Website contacts page to reflect current and new BOD members at the beginning of the Chapter Year. Update BOD member pictures once taken.
3. Update the homepage to reflect the President's message if there is one.

4. Update the Website to reflect monthly meeting and Seminar information as soon as the information is communicated by the Director of Public Relations or the Vice President.
5. Update the Website as requested by BOD members.
6. Address significant Website operational problems with high degree of urgency. Seek resolution quickly due to importance of the Website in communicating with members. If monetary expenditures are required for the fix, seek authorization from the BOD to make the necessary expenditures.
7. Seek input from the BOD regarding Website enhancements during the upcoming Chapter year. Determine the expense involved, report to the BOD and collaborate with the BOD to decide on which enhancements to implement.
8. Upgrade the Website software as needed. Provide clear, written documentation of all Chapter account and password information under the Webmaster's duties and written documentation of any in-progress or upcoming projects involving the Chapter Website to the incoming Webmaster.
9. Collaborate with the Website host vendor to ensure seamless website performance as needed.
10. Create and distribute Chapter membership surveys as needed or assigned by the BOD. Collect completed surveys, tabulate results and distribute the results to the BOD.
11. Participate in BOD meetings and decision making.
12. Identify potential program topics and speakers during the BOD Planning Sessions.
13. Welcome guests as they arrive at monthly meetings.
14. Participate in Chapter strategic planning discussions. Submit Chapter Year budget expense projections for the Webmaster's position to the Treasurer during the Planning Sessions.
15. Identify an individual to serve as the next Webmaster and notify the President.
16. Create and maintain Chapter records regarding the Webmaster's position, transition them to the incoming Webmaster and provide official copies to the Librarian (in electronic format where possible).
17. Do other assigned duties.

Section 7. Removal

A. Any Chapter Officer whose conduct shall be considered detrimental to the best interest of ARMA or the Chapter or who shall willfully exploit the organization for personal gain or otherwise violate the Bylaws as they are written or other rules or regulations may be removed from his/her office by a majority vote of the BOD.

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 BOD and shall, if he/she expresses a desire in writing, be afforded an opportunity for a hearing before the BOD or a special committee appointed by the BOD for this purpose.

C. Any Officer removed from office under this section shall be ineligible for election to any office for at least one (1) term.

Section 8. Liaisons

All BOD members shall be a liaison with their respective counterparts at international and regional levels to ensure a free flow of ideas.

Section 9. Transitions

All BOD members shall coordinate the transition of new incoming BOD members at the summer planning retreat in odd numbered years. All outgoing BOD members shall implement the Chapter retention schedule.

ARTICLE V – Meetings

Section 1. Regular Meetings

Regular meetings of the membership shall be held on the third (3rd) Wednesday of each month from September to June (inclusive) unless otherwise ordered by the BOD. In the case of an emergency or inclement weather, a meeting may be cancelled by the President. Such a cancellation will be communicated through the Chapter website.

Section 2. Special Meetings

Special meetings may be called by the President or a majority of the BOD, and shall be called upon the written request of ten (10) members of the Chapter. The purpose of the special meeting shall be stated in the meeting notice to the membership. Except in cases of an emergency, at least three (3) days' notice shall be given prior to a special meeting.

Section 3. Annual Meetings

The meeting held in May shall be the annual meeting (“Annual Meeting”) at which annual reports shall be presented. The Annual Meeting shall be for the purpose of electing officers (in odd numbered years) and for any other business that may arise.

Section 4. Quorum

Fifteen (15) members of the Chapter, one (1) of whom must be an Officer, shall constitute a quorum for the transaction of business at any meeting of the Chapter.

Article VI – Board of Directors

Section 1. Composition

The BOD, which is the governing body of the Chapter, shall consist of the elected Officers and appointed Directors.

Section 2. Duties. The Board of Directors shall:

- A. Have general supervision of the affairs of the Chapter between its business meetings.
- B. Fix the hour and place of meetings.
- C. Make recommendations to the Chapter.
- D. Perform such other duties as specified in these Bylaws and the parliamentary authority adopted by the Chapter.

Section 3. Meetings

- A. The BOD shall meet at least ten (10) times annually, the dates and time to be decided at its first meeting.
- B. A majority of the BOD shall constitute a quorum.
- C. Special meetings of the BOD may be called by the President or by a majority of its members. Two (2) days or forty-eight (48) hours' notice shall be given.
- D. In the case of an emergency or inclement weather, a meeting may be cancelled by the President.

Section 4. Acts of the BOD

The BOD shall be subject to the orders of the Chapter membership, and none of its acts shall conflict with action taken by the Chapter membership.

Section 5. Absence of BOD Member

If any member of the BOD is absent from two (2) consecutive BOD meetings for causes unacceptable to the other BOD members, a vacancy shall be deemed to exist and a successor elected as provided for herein.

Article VII – Finances

Section 1. Fiscal Year

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

Section 2. Membership Dues

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

Article VIII – Committees

Section 1. Nomination Committee

A Nomination Committee, chaired by the Immediate Past President and consisting of two (2) or more Chapter members shall be formed during odd-numbered years and solely responsible for presenting at least one (1) nominee for each office. The committee may request nominations from the Chapter members and additional nominations from the floor shall be permitted.

Section 2. Awards Committee

An Awards Committee, chaired by the Immediate Past President and consisting of two (2) or more Chapter members shall be solely responsible for selecting the recipients of various Chapter honors and awards in accordance with guidance received from ARMA or the BOD. The committee may request nominees from the Chapter members.

Section 3. Seminar Committee

The Seminar Committee, chaired by the Vice President and consisting of two (2) or more Chapter members shall be responsible for planning the annual Seminar. Board members will assist as requested by the Vice President.

Section 4. Other Committees

Other committees may be appointed by the President as the Chapter or the BOD shall from time to time deem necessary to carry on the work of the Chapter. The President shall be an ex officio member of all committees except the Nominating and Awards Committees.

Article IX – Dissolution

In the event of dissolution of the Chapter, all of its assets shall be paid over or transferred to one (1) 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 thereunder, as both now exist or may hereafter be amended. These assets are to be paid over or transferred to ARMA 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 Policies and Procedures.

Article XI – Amendment

These Bylaws may be amended by a two-thirds (2/3) vote of the BOD provided that 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's Director of Member Services and the Region Manager prior to notice being sent to the members to ensure that the proposed amendment does not conflict with ARMA Policy.