

CONSTITUTION AND BYLAWS

Northern Colorado Chapter
ARMA International
(ARMA)

Chartered 1984

[Adopted 6-20-07]

CONSTITUTION

Article I. NAME

This association is known as the Northern Colorado Chapter, ARMA International (ARMA).
[Amended 6-20-07]

Article II. GOALS & PURPOSES

The goals and purposes of this non-profit, professional organization shall be:

1. To promote knowledge and understanding of records and information management and related fields by providing education and networking opportunities.
2. To promote standards of professional competence in the fields of records and information management through such activities as (but not limited to) CRM Study Groups.
3. When appropriate, assist the community by participating in or contributing to community service projects in (but not limited to) the Northern Colorado area. [Amended 6-8-05]

Article III. MEMBERSHIP

Section 1. Chapter Membership

Any individual who is in accord with the express goals and purposes of the Association of Records Managers and Administrators and the Chapter and who meets the eligibility requirements as established by ARMA may present an application for membership. [Amended 6-20-07]

Section 2. ARMA International Membership

Anyone who is a member of the Chapter shall hold a membership in the ARMA. [Amended 6-20-07]

Section 3. Procedures for Membership

Membership application forms shall be made available through the Chapter, and membership applications shall be submitted to ARMA International for processing and approval. [Amended 6/13/02]

Section 4. Classes of Membership

Membership may consist of four classes:

1. Regular Member
2. Student Member
3. Honorary Member
4. Retired Member [Amended 6/13/02]

Article IV. ORGANIZATION

Section 1. Officers

The officers of the Chapter shall consist of a President, Vice- President, Secretary, Treasurer and four members who shall be elected and shall have such powers and terms of office, and who shall perform such duties as authorized and required by the Bylaws. [Amended 6-8-05]

Section 2. Governing Body

- (a) The governing body of the Chapter shall be known and referred to as the Board of Directors.
- (b) The Board of Directors shall consist of the President, Vice- President, Secretary, Treasurer, four Board members and the Immediate Past President. The Board of Directors may also consist of the non-voting Board appointed positions of Web Master, Web Content Editor, and Records Officer/Historian.
- (c) All officers must be regular members in good standing. They shall be elected for a one-year term. [Amended 6-8-05]

Article V. MEETINGS

All meetings of the Chapter and the Board of Directors shall be held in accordance with the regulations provided in the Bylaws.

Article VI. PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority

All meetings of the duly-constituted bodies of the Chapter shall be governed by the rules of order as prescribed in Robert's Rules of Order, Revised, provided the same are not superseded by the Bylaws and are applicable.

Section 2. Interpretation of Bylaws

The Chapter Board of Directors shall be the authority for the interpretation of the Bylaws.

Article VII. AMENDMENTS

Section 1. Proposals to Amend

Proposals to amend this Constitution may be made by The Affirmative vote of at least five (5) of the members of the Board of Directors or by petition to the Board of Directors of twenty percent (20%) of the members in good standing. [Amended 6/13/02]

Section 2. Amendment Procedure

Proposals to amend the Constitution shall be submitted to the Chapter membership at least 30 days in advance of the meeting to vote on such amendments. [Amended 6-8-05]

Section 3. Ratification

The Constitution shall be amended by an affirmative vote of two-thirds (2/3) of the ballots validated.

Article VIII. DISSOLUTION

Upon 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 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. [Amended 6-20-07]

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[Amended 6-20-07]

Bylaws of the Northern Colorado Chapter
of
ARMA International

ARTICLE I - NAME

This association is known as the Northern Colorado Chapter, ARMA International (ARMA).
[Amended 6-20-07]

ARTICLE II - OBJECTIVES

The goals and purposes of this non-profit, professional organization shall be:

4. To promote knowledge and understanding of records and information management and related fields by providing education and networking opportunities.
5. To promote standards of professional competence in the fields of records and information management through such activities as (but not limited to) CRM Study Groups.
6. When appropriate, assist the community by participating in or contributing to community service projects in (but not limited to) the Northern Colorado area. [Amended 6-8-05]

ARTICLE III - Members

Section 1. Classes of members.

A. Regular Chapter Member

A duly qualified individual in good standing with the Association entitled to full rights and benefits of ARMA International.

B. Honorary

An individual who has been granted life membership by ARMA International's Board of Directors. Honorary Chapter membership may be granted to individuals who have been granted life membership by ARMA International's Board of Directors. There are no dues and no voting rights for this class of membership.

C. Student

Any enrolled full time post-secondary student. Student membership does not convey the privileges of voting in ARMA International elections, Northern Colorado Chapter elections, or holding Chapter 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 elections, Northern Colorado Chapter elections, holding Chapter office, or receiving *The Information Management Journal*.

Section 2. Requirements

The requirements of for each of the various classes of membership and the processes for application, in addition to those contained within these bylaws and the bylaws of ARMA International, shall be established and published by the ARMA International Board of Directors. Membership in ARMA or the Northern Colorado 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 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 Colorado Chapter, and complies with the provisions and obligations of the Articles of Incorporation and the Bylaws.

Section 5. Applications

Applications for membership (regular or student) shall be made in writing on forms furnished by ARMA International for this purpose. Applications are to be sent directly to ARMA International. Membership application forms shall be made available through the Chapter, and membership applications shall be submitted to ARMA International for processing and approval. [Amended 6/13/02]

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.

Section 8. Obligations

Each member has an obligation to demonstrate a continuing interest in the objectives of the Association by participation in the Chapter's activities and by attendance at a reasonable number of Chapter meetings in any one calendar year.

Section 9. Privileges

Each member shall have the privilege of participating in all activities of the Association and shall be entitled to receive any printed material and have access to source material on Records and Information Management that may be available through the Chapter's library.

Each member shall have the privilege of inviting guests to attend any regular program meeting provided advance reservation is made. The Board of Directors may at times find it necessary to place a limitation on the number of guests to be accommodated. [Amended 6/13/02]

Section 10. Special Offices

Remunerative offices, and any other special offices deemed desirable, may be created by the Board of Directors. The duties, compensation, organizational status, term and termination of such offices and officers serving in such capacity shall be at the Board's pleasure. All matters shall be decided by majority vote of the Board of Directors. [Amended 6/13/02]

Article IV - Officers and Their Duties

Section 1. Officers.

The officers of the chapter shall be a President, Vice President, Secretary, Treasurer, and four (4) Members at Large.

Section 2. Qualifications

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

Section 3. Nomination and Election.

A candidate shall be secured for each elective office to the board. A slate of such candidates will be presented to the board of Directors, by the Nomination and election Committee, prior to the annual business meeting, which is usually held in June. All nominees shall be current members of ARMA International. Provision shall be made on the ballot for write-in votes. Chapter members must be provided no less than 15 days in which to return their ballot prior to the annual business meeting. The nominee receiving a majority of the legal votes cast shall be elected to that position. Voting and balloting may be conducted by fax, email, or mail. All ties that affect the outcome of an election shall be resolved by a runoff election at the annual business meeting where a candidate shall be considered elected when one (1) or two (2) or more candidates shall receive a majority of the legal votes cast. The officers shall be elected by a plurality of the ballots cast, and said election of officers shall be ratified at the annual meeting.

Section 4. Term of office

All Officers shall assume office July 1. They shall serve for a term of one year or until their successors are elected and have assumed duties. They shall deliver to their successors in office all books, papers, records, funds and property of the Chapter of which they may become the Custodian during their term of office. Officers shall be eligible for re-election. An officer who has served for more than half a term shall be considered to have served a full term.

Section 5. Vacancies

A vacancy in any office except that of President shall be filled by election by the Board of Directors for the unexpired term.

If any member of the Board of Directors is absent from two consecutive Board of Directors meetings, the Board has the discretion to determine that a vacancy exists and a successor may be appointed to fill the vacancy. [Amended 6/13/02]

Section 6. 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.

A. President. The President shall:

1. Preside at all meetings of the Board of Directors and of the members.
2. Appoint the members of all standing committees.
3. Appoint all special committees

4. Be an ex-officio member of all committees except the nominating committee.
5. Shall be the executive Head of the Chapter and shall exercise general supervision over its affairs and shall be responsible for the enforcement of the Constitution, the Bylaws, and all directives of the Board of Directors.
6. Shall keep the Board of Directors fully informed of the activities of the Chapter.
7. May be responsible for regular “news” and updates to the membership.
Newsworthy items may include program and conference information, announcements, and membership updates. Such a news feature would be in place of a newsletter.
However, if the Board decides to have a Chapter newsletter, the President’s news feature may be discontinued. [Amended 6-8-05]

B. Vice-President. The Vice-President shall:

1. Be an aide to the President
2. Perform the duties of President in the absence of that officer and in the case of permanent disability or resignation of that officer, shall succeed to that office for the unexpired portion of the term.
3. Shall have such powers and duties as the President and/or Board of Directors shall delegate to him or her.

C. Secretary. The Secretary shall:

1. Record the minutes of all meetings of the Board of Directors and the membership and send a copy of the minutes to the President within 10 days following the meeting.
2. Preserve all books and papers belonging to the chapter.
3. Conduct the official correspondence of the chapter.
4. Shall have custody of the Chapter's charter from the ARMA International office.
5. Shall coordinate any voting matters for the annual business meeting. [Amended 6-8-05]

D. Treasurer. The Treasurer shall:

1. Shall receive and disburse the funds of the Chapter. The funds of the Association shall be kept in the name of the Chapter in a bank approved by the Board of Directors, and shall be disbursed only upon approval by the President or Vice-President, and, when necessary, the Chapter member in charge of the activity involved. All checks shall require the signature of one authorized officer.
2. Shall keep and preserve proper books of accounts which may at all times be open to inspection by the Board of Directors and which shall be subject to audit at any time as ordered by the Board of Directors as provided herein.
3. Shall submit reports of receipts, expenditures, and balance on hand monthly to the Board of Directors.
4. The annual report of the Treasurer, which shall be presented at the annual business meeting, may be audited in advance and shall include a statement of receipts and disbursements for the fiscal year ending at the time of the annual business meeting.
5. May authorize the Secretary to perform any of the duties of the Treasurer during the absence or incapacity of the Treasurer. [Amended [10/13/04]
6. Submit reports as required by ARMA International.

E. Members at Large.

A Member at Large serves in the capacity to help the Board Officers and other directors with financial, membership, and program related decisions at its monthly meetings or by e-mail as necessary. A Member at Large may choose to participate in one or more committees, act as newsletter editor, web master/editor or take responsibility for planning a monthly program.

F. Duties of Non-Voting Board Members

(a) Web Content Editor: The Web Content Editor is responsible to review the Chapter website to ensure the information is timely and accurate. The review will take place at least monthly. When information needs to be added to the website, the Editor will give that information to the Web Master for posting. As needed, the Editor will assist the President with the news feature. For further explanation of web site content, see the Web Content Policy approved March 2005.

(b) Web Master: The Web Master's responsibility is to receive content from the Web content Editor and post to the Chapter web site. Posting will be done on a regular basis, at least monthly. If the Web Master is so inclined, that person may also assume the duties of the Web Content Editor, eliminating the job of a separate Web Content Editor. The decision to combine the two positions will be approved by the Board.

(c) Records Officer/Historian: The Records Officer/Historian will be responsible for a retention schedule for the chapter's records, taking periodic screenshots of the website and/or burning the information to a CD, and in general, see that the chapter's permanent records are kept. [Amended 6-8-05]

F. Annual Region Leadership Training Conference [Amended 6-20-07]

(a) The President shall be encouraged to attend the leadership training conference (currently known as the Midwest Rocky Mountain Region Leadership Training Conference).

(b) If the President is unable to attend, the Board shall appoint, if possible, an alternate who shall attend to represent the Chapter at such conference. [Amended 6-8-05]

(c) Board members and prospective board members are encouraged to attend if financially feasible.

Section 7. Removal

A. Any Chapter officer whose conduct shall be considered detrimental to the best interest of the ARMA International 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 Board of Directors.

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 term.

Section 8. Resignations

Any member may resign at any time, but such resignation shall not entitle him or her to a rebate of dues paid. [Amended 6/13/02]

Article V - Meetings

Section 1. Regular Meetings.

The regular meetings of the Chapter shall be held as ordered by the Board of Directors. At least four (4) regular program meetings and one business meeting shall be held annually. Each member requesting

meeting meal reservations and failing to appear may be invoiced for the cost of his or her meal if his or her reservation is not cancelled twenty-four (24) hours in advance of the meeting date. [Amended 6/13/02]

Section 2. Special Meetings.

A special meeting of the membership may be called by the Board of Directors or by petition to the Board of Directors of ten (10) members in good standing. Notice of such a meeting shall be sent to the members at least ten (10) days prior to the date fixed for the special meeting, and such notice shall be accompanied by an agenda of the meeting.

Section 3. Annual Meeting.

Meetings for the ratification of the election of officers and directors and the transaction of other business shall be held in June of each year. Advance notice of the annual business meeting shall be provided to all Chapter members as ordered by the Board of Directors. [Amended 6-8-05]

Section 4. Quorum.

At the business meetings of the Chapter, each regular member in good standing present shall be entitled to one vote. There shall be no voting by proxy. Twenty percent (20%) of the membership shall constitute a quorum. At the Board of Directors meetings, a majority of the Board membership shall constitute a quorum.

Section 5. Parliamentary Authority.

As is provided in Article VII of the Constitution, Robert's Rules of Order shall be the parliamentary authority for conducting all business meetings.

Section 6. Suspension of Rules of Order

Any rule of order may be suspended temporarily by a majority vote of those present at any meeting.

Article VI - Board of Directors

Section 1. Composition.

The Board of Directors shall consist of the officers and the immediate Past President as provided in Article IV, Section 2, of the Constitution. Terms of office for such officers shall be one year. They shall assume office on July 1st. They may serve as Chairpersons or members of the Committees as provided in Article V, Section I of the Bylaws, and shall be appointed to these committees by the President with the advice and consent of the Board of Directors. [Amended 6-8-05]

Section 2. Duties. The Board of Directors shall:

A. The control and management of Northern Colorado Chapter, ARMA International, its affairs, meetings, and property shall be vested in the Board of Directors. The Board of Directors shall have power to perform any and all duties as properly devolve upon a Board of Directors. The Board shall have the responsibility to arrange for Chapter programs and meetings and to order, at least every two years, a periodic audit of the Chapter's accounts by a non-partisan outside consultant. [Amended 6-20-07]

B. Immediate Past President.

The immediate Past President shall be a member of the Board of Directors and may be an officer or member of any committee by appointment of the President with the advice and consent of the Board of Directors. The Immediate Past President may vote at Board meetings. [Amended 11/9/06]

C. Special Offices.

Remunerative offices, and any other special offices deemed desirable, may be created by the Board of Directors. The duties, compensation, organizational status, term and termination of such offices and officers serving in such capacity shall be at the Board's pleasure. All matters shall be decided by majority vote of the Board of Directors. [Amended 6/13/02]

Section 3. Meetings.

Unless otherwise ordered by the Chapter President, regular Board of Directors meetings shall be held at monthly intervals, and not less than six (6) times per fiscal year. Elected Board members are expected to participate in (attend in person or attend by conference call) at least six (6) Board meetings per year. Special meetings of the Board of Directors may be called by the President or any four (4) members of the Board of Directors. [Amended 6 -8-05]

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 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.

(a) The annual dues of the Chapter for regular membership shall be Twenty-Five Dollars (\$25.00) per year.

(b) The annual dues of the Chapter for student membership shall be Ten Dollars (\$10.00) per year.

(c) There are no chapter dues for honorary membership.

(d) The annual dues of the Chapter for retired membership are ten dollars (\$10.00) per year.

[Amended 6/13/02]

Article VIII – Committees

Section 1. Standing Committees

The President shall appoint at least two (2) Chapter members to each of the following two required standing committees with the advice and consent of the Board of Directors. The Committees are expected to keep the President informed of their activities.

(a) Nomination and Election Committee.

The duties of the Nomination and Election Committee shall be to:

(1) Secure a candidate for each elective office to be filled for the Chapter.

(2) A candidate shall be secured for each elective office to the Board. A slate of such candidates will be presented to the Board of Directors, by the Nomination and Election Committee, prior to the annual business meeting, which is usually held in June. All nominees shall be current members of ARMA International. Provision shall be made on the ballot for write-in votes.

Chapter members must be provided no less than 15 days in which to return their ballot prior to the annual business meeting. The nominee receiving a majority of the legal votes cast shall be

elected to that position. Voting and balloting may be conducted by fax, email, or mail. All ties that affect the outcome of an election shall be resolved by a runoff election at the annual business meeting where a candidate shall be considered elected when one (1) or two (2) or more candidates shall receive a majority of the legal votes cast. The new Board members shall be named at the annual business meeting. .

(3) Perform other duties as may be desirable and approved by the Chapter Board of Directors.

(b) Awards Committee.

The duties of the Awards Committee shall be to:

(1) Recommend candidates for annual and special awards and honors.

(2) Prepare and submit any award nominations or applications to be submitted to ARMA International.

(3) Perform other duties as may be desirable and approved by the Chapter Board of Directors.

Section 2. Optional Standing Committees

The following standing committees may be convened with the advice and consent of the Board of Directors.

(a) Membership Committee.

The duties of the Membership Committee shall be to:

(1) Solicit applications for membership.

(2) This committee will also be responsible for the preparation and publication of an annual membership roster for distribution to Chapter members as determined to be necessary or desirable by the Board of Directors.

(3) Perform other duties that may be desirable and approved by the Board of Directors.

(b) Public Relations Committee.

The duties of the Public Relations Committee shall be to:

(1) Solicit and promote favorable publicity for all meetings, conferences, and gatherings of the Chapter in Chapter communications and other printed publications, radio, television, and other media.

(2) Publicize such other activities of the Association, Chapter, or its individual members as may be authorized by the Board of Directors.

(3) Perform other duties that may be desirable and approved by the Board of Directors.

(c) Budget and Finance Committee.

The duties of the Budget and Finance Committee shall be to:

(1) Make recommendations to the Board of Directors regarding budget and expenditures.

(2) Examine fiscal policy from time-to-time or at the discretion of the Board of Directors.

(3) Be prepared to advise the President and Board of Directors on financial matters concerning the Chapter.

(4) Make periodic checks of books and records, as deemed necessary, to determine that disbursements are made in accordance with good accounting practices and established procedures of the Chapter. Specifically, an audit may be made of the books of the Treasurer at the close of his or her term, and a report made at the Annual Business Meeting.

(5) Perform other duties as may be desirable and approved by the Chapter Board of Directors.

(d) Civic Responsibility Committee.

The duties of the Civic Responsibility Committee shall be to:

(1) Organize at least one locally based giving opportunity for the Chapter per year.

(2) When needed, advise the Board of Directors regarding monetary donations to appropriate organizations. [Amended 6-8-05]

Section 3. Special and Ad Hoc Committees

When it is determined to be necessary to establish any of the following or other special or ad hoc committees, the President shall appoint at least two (2) Chapter members to each such committee with the advice and consent of the Board of Directors. The Committees are expected to keep the President informed of their activities.

(a) Education and Professional Development Committee.

The duties of the Education and Professional Development Committee shall be to:

- (1) Work with local secondary and higher level educational institutions to promote the profession of Records Management, and provide assistance and encouragement in the establishment of formally recognized courses in Records and Information Management.
- (2) Assist the various educational institutions in securing qualified guest speakers as may be requested.
- (3) Promote student memberships for full-time students interested in careers in the records and information management field.
- (4) Promote Certified Records Manager (CRM) certification, help establish educational opportunities to prepare candidates for the exam, and host local CRM exam test sites.
- (5) Perform other duties as may be desirable and approved by the Chapter Board of Directors.

(b) Seminar Committee.

The duties of the Seminar Committee shall be to:

- (1) Schedule and arrange for programs and/or speakers for regular meetings, seminars and workshops as approved by the Board of Directors.
- (2) Communicate time, place, title, topic, and any significant arrangement details of each program, together with name, and if possible, biographical sketch and picture of each speaker.
- (3) Advance reminder notices to each speaker are recommended, as are letters of thanks on behalf of the Chapter after the program.
- (4) Secure special equipment or visual aids: projector, screen, blackboard, flip sheets, etc. for speakers and arrange for operation of all required special equipment.
- (5) Advise the successor program chairman of desirable programs that could not be scheduled, but may be secured later.
- (6) Perform other duties that may be desirable and approved by the Board of Directors.

(c) Other Special or Ad Hoc Committees.

Special committees may be appointed on an ad hoc basis by the President when deemed necessary.

[Amended 6-8-05]

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 - Amendment

These bylaws may be amended by a two-thirds vote of the Board of Directors provided that notice of the proposed amendment has been sent 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.

(a) Proposals to create or amend any Bylaw may be made by a motion of any member of the Board of Directors or by a petition of ten percent (10%) of the Chapter members.

(b) Ratification: The Affirmative vote of at least five (5) of the members of the Board of Directors is required to create or amend a Bylaw. Votes may be taken at either a Board of Directors meeting if on the announced agenda, or by interim ballot subject to ratification at the next Board of Directors meeting. The proposal shall become effective immediately upon approval.

(c) Voting method is at the discretion of the Board of Directors and can include both electronic and/or non-electronic forms.

(d) The Board of Directors shall provide for the periodic review of the Bylaws to determine whether or not any amendments should be presented for consideration and ratification by the Board of Directors. Such reviews shall be conducted at least once every three (3) years. [Amended 6/13/02]

Article XII – Audits

The Board of Directors shall order an audit of the finances of the Chapter to be performed by a non-partisan outside consultant at least once every two (2) years or as is otherwise determined to be necessary. [Amended 6-20-07]