



**Bylaws**  
**OF**  
**The Greater Columbus Ohio**  
**Chapter**  
**OF**  
**ARMA International**

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**ARTICLE I: NAME**

This not-for-profit organization shall be known as the Greater Columbus Ohio Chapter, Inc. (Chapter 025), ARMA International. The organization may do business as ARMA - Greater Columbus Ohio Chapter, Inc.

**ARTICLE II: OBJECTIVES**

The mission of ARMA International is to provide education, research and networking opportunities to information professionals, and 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.

This corporation is not authorized to issue any capital stock, and the conditions of membership in this corporation shall be stated in the Bylaws. The Board of Directors is granted authority to make, alter or repeal these Bylaws. The term for which this corporation is to exist is perpetual.

The objectives of the ARMA Greater Columbus Ohio Chapter, Inc. are:

1. To promote and advance the improvement of records and information management and related fields through study, education, and research
2. To advance professional knowledge and techniques by sharing and exchanging experiences and information related to the fields of records and information management
3. To develop and advance standards of professional competence in the fields of records and information management
4. To engage in any lawful act or activity for which not-for-profit corporations may be organized under the Ohio general corporation code

**ARTICLE III: MEMBERS**

Any individual holding or occupying a position as manager, supervisor, educator or student, or generally interested in the field of records and information management, shall be eligible for membership. Chapter members must also be ARMA International members.

**SECTION A: CLASSES OF MEMBERS**

The Greater Columbus Ohio Chapter, Inc. shall have three (3) classes of members:

**1. Regular Chapter Member**

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

**2. Honorary**

An individual who has been granted life membership by ARMA International's Board of Directors. Additionally, an ARMA International member in good standing may be awarded honorary Chapter membership.

**3. Student**

Any enrolled full time post-secondary student. Student membership gets all the benefits of a full professional membership. That means you can choose to take part in ARMA's mentorship program and start connecting and building relationships with industry experts right away. Chapter dues are free.

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### **SECTION B: REQUIREMENTS**

The requirements 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 of the Greater Columbus Ohio 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 C: QUALIFICATIONS**

Any individual holding or occupying a position as manager, supervisor, educator, or 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 VII of this Article.

### **SECTION D: GOOD STANDING**

A member in good standing is one whose current dues are paid to ARMA International, the Greater Columbus Ohio Chapter, and complies with the provisions and obligations of the Articles of Incorporation and the Bylaws.

### **SECTION E: APPLICATIONS**

Applications for membership (regular or student) shall be made in writing on forms furnished by ARMA International or via the ARMA International website for this purpose. Applications are to be sent directly to ARMA International, not the Chapter.

### **SECTION F: NON-RENEWALS AND REINSTATEMENT**

1. 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.
2. A non-renewed member or a former member may apply for membership upon full payment of annual Association and Chapter dues.

### **SECTION G: 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, DIRECTORS AND THEIR DUTIES**

**SECTION A: OFFICERS & DIRECTORS**

The Officers of the Chapter shall be a President, Vice President, Secretary, Treasurer. In addition, to the elected officers, the chapter should also have up to six (6) Directors that are elected. The Secretary and Treasurer may be the same person.

**SECTION B: QUALIFICATIONS**

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

**SECTION C: NOMINATION AND ELECTION**

**1. Nomination:**

In March, the President shall appoint no less than two (2) members to serve with the Immediate Past President to select nominees for each open office except President for the coming year. The President-Elect will automatically succeed to the Presidency. A minimum of two (2) nominees is recommended for each office. These nominees will be announced to the membership in April and will be presented at the May meeting with nominations from the floor also being accepted. Only members in good standing are eligible to run for and hold office.

To be eligible to serve as President-Elect, an individual must have served at least two (2) years in another elected office or Board position within the last three years. Any exceptions to this rule would be by majority approval of the Board.

If the President-Elect is unable to assume the presidency, the Nominations and Awards Committee will select nominees for the office of President

according to the procedures outlined above. In the event an election for the office of President must be held, the incumbent President may be nominated for a second term.

### 2. Election:

The Immediate Past President shall serve as chairperson of the Nominations and Awards Committee and will be responsible for maintaining the strictest of confidence and security surrounding the election procedures.

The Secretary will prepare the ballot format (analog or digital) and notify every member in good standing of the election process through communications on the email distribution list and the Chapter website. The Secretary will notify the Nomination and Awards Committee chairperson of the deadline date of the election process.

Ballots returned by the membership will be accepted up to a date specified by the Nominations and Awards Committee prior to the annual meeting in June. The winners and awardees will be announced to the general membership at the June business meeting. In the event of a tie, the Immediate Past President/Chairperson will re-send a ballot to membership so a final vote can be considered, choosing among the individuals who tied.

### **SECTION D: TERM OF OFFICE**

All Officers and Directors shall assume office July 1. Officers shall serve for a term of one (1) year and Directors shall serve for a term of two (2) years or until their successors are elected and have assumed duties. No Officer or Director except the Secretary or Treasurer shall serve more than three (3) consecutive terms in the same office. An Officer who has served for more than half a term shall be considered to have served a full term.

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### SECTION E: VACANCIES

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

### SECTION F: 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 Board of Directors, in the adopted parliamentary authority, or by ARMA International.

#### 1. President

The President shall:

- a. Preside at all meetings of the board and of the members.
- b. Execute and implement the policies of the Board and Chapter membership.

#### 2. Vice-President/President-Elect

The Vice-President/President-Elect shall:

- a. Assume the duties of the President during the President's absence
- b. Assist the President as requested or assigned in carrying out the duties of the Presidency
- c. Serve as Program Chair, responsible for identifying speakers and developing the year's programs and topics
- d. At the end of his/her term in office, assume the role of President

#### 3. Secretary

The Secretary shall:

- a. Maintain the official records of the Chapter
- b. Track and manage all Chapter records, whether electronic or hard copy

#### 4. Treasurer

The Treasurer shall:

- a. Have custody of all chapter funds, which shall be deposited in a federally insured institution.
- b. Keep a full and accurate account of receipts and expenditures.
- c. In accordance with the budget adopted by the Board, make

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disbursements as authorized.

- d. Present a report at all meetings of the Board.
- e. Submit reports and filings as required by ARMA and governmental agencies.

### 5. Directors

- a. Assist in the operations and functions of the Chapter
- b. Serve on Committees as needed

### **SECTION G: REMOVAL**

1. 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.
2. Any Chapter Officer or Director who is unexcused from three consecutive meetings may be removed from office.
3. 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.
4. Any Officer removed from office under this section shall be ineligible for election to any office or Board position for at least one term.

**ARTICLE V: MEETINGS**

**SECTION A: REGULAR MEETINGS**

A minimum of four (4) Chapter meetings shall be held annually, or otherwise ordered by the Board.

**SECTION B: SPECIAL MEETINGS**

Special meetings may be called by the President or by a majority of the Board of Directors. Seven (7) day notice of the meeting shall be given.

**ARTICLE VI: BOARD OF DIRECTORS**

**SECTION A: COMPOSITION**

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

**SECTION B: DUTIES**

The Board of Directors shall:

1. Manage the activities of the Chapter
2. Approve an annual budget
3. Select the dates and make arrangements for meetings of the members
4. Accept applications for membership.
5. Approve committee chairpersons.
6. Remove any committee chairperson with cause.
7. Approve all cash disbursements.
8. Other duties

**SECTION C: MEETINGS**

1. The Board of Directors shall meet at least five (5) times annually. The President of the Board of Directors shall arrange time and location.
2. A majority of the Board of Directors shall constitute a quorum. Voting by

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proxy shall not be permitted.

3. Special meetings of the Board of Directors may be called by the President or the majority of its members; twenty-four (24) hour notice shall be given.
4. In the case of an emergency or extremely bad weather, a meeting may be cancelled by the President.
5. Regular meetings and special deliberations of the Board may be held by electronic means (e.g. telephone, email, or other Internet communication systems) to vote upon issues brought before the Board. These deliberations are subject to the following:
  - a. A majority of the Board members shall have access to the appropriate electronic media, as verified by their response to a call for any particular deliberation. This majority shall constitute the quorum for the deliberation and, once established, shall be assumed present until the deliberation is adjourned.
  - b. The technology used for the electronic deliberations shall allow the Board members full access to and participation in all deliberations transactions, either continuously or intermittently, throughout the specified time of the deliberation.
  - c. The affirmative vote of a majority of the quorum shall be the minimum vote requirement for the adoption of any motion. A majority of votes cast, or a greater proportion as indicated by the adopted Parliamentary Authority (see Article X), shall be necessary for the adoption of motions.

**ARTICLE VII: FINANCES**

**SECTION A: FISCAL YEAR.**

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

**SECTION B: 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 1.

**Section C: Expenditures, Reimbursements & Charges**

1. Expenditures:

- a. The Board of Directors must approve any expenditure exceeding the amount of \$200.00.
- b. The Chapter shall be responsible for the President's registration fees for attending the Annual ARMA International Conference. If the President is unable to attend, the Board of Directors may nominate a replacement.

**ARTICLE VIII - COMMITTEES**

**SECTION A: COMMITTEES**

The Board of Directors may create such standing and ad hoc committees, as it may deem necessary, to promote the purposes and carry on the work of the Chapter. The term of each chair shall be for one year or until a successor has been selected.

**SECTION B: DUTIES OF COMMITTEES**

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

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### **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 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 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 prior to notice being sent to the members to ensure that the proposed amendment does not conflict with ARMA International Policy. An affirmative vote on an amendment cannot be reconsidered, however a negative vote may. This Article may not be suspended.