

**AMENDED BYLAWS of the  
NEW MEXICO CHAPTER of ARMA International**

**ARTICLE I—NAME**

New Mexico Chapter of ARMA International

**ARTICLE II—OBJECTIVES**

1. To promote and advance the improvement of records and information administration and 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 administration and management.
3. To develop and advance standards of professional competence in the fields of records and information administration and management.
4. To engage in any lawful act or activity for which not-for-profit corporations may be organized under the Kansas general corporation code.
5. To foster communication and networking with professionals of various disciplines, and to provide education and awareness about Information Governance.

**ARTICLE III—MEMBERS**

**Section 1—Classes of Membership**

**A. Professional:**

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

**B. Honorary:**

An individual who has been granted life membership by the Association's Board of Directors (Board) and as defined by the Association's policies and procedures. Honorary members are entitled to full voting and other rights and benefits of the Association.

**C. Associate:**

A duly-qualified individual in good standing with the Association is entitled to limited benefits of the Association. Associate membership does not include the privilege of voting in an ARMA International election, New Mexico 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 within these Bylaws and the Bylaws of ARMA International, shall be established and published by the ARMA International Board. Membership in ARMA or the New Mexico Chapter shall not be denied nor abridged due to 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 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 New Mexico 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.

## **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**

The officers of the chapter shall be a President, Vice President, Secretary, and Treasurer. The governing body of the Chapter shall be known as the Board of Directors (Board), shall meet monthly, and shall manage and control all activities including finances of the Chapter. The Board shall consist of six voting members: the President, Vice President, Treasurer, Secretary, Membership Director, and Education Director. The Immediate Past President shall serve in an advisory capacity as a non-voting member. A quorum must be present either in person or by remote access at a meeting for the transaction of business. As the need arises, votes can be requested by email with a return set earlier than the next Board meeting.

### **Section 2—Qualifications**

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

### **Section 3—Nomination and Election**

- A. There will be a business meeting in election years for Chapter members to elect a President, Vice President, Secretary, and Treasurer for a two-year term.
- B. The Nominating Committee shall be chaired by the Immediate Past President. Should that position be vacant, the Vice President will chair the Nominating Committee.
- C. The Secretary, under the direction of the Nominating Committee, shall prepare a slate of at least one nominee for each office to be filled. Prior to formulating a slate, the Secretary should verify that nominees have accepted and agree to serve if elected. Self-nominations are acceptable.
- D. The Secretary will create a ballot from the slate of nominees and distribute to Chapter members by email prior to the May meeting. The ballot will indicate a deadline 30 calendar days from issue to be considered valid. Paper ballots will be issued to any member whose email is returned (bounces). The Ballot will also be posted on the Chapter website. Ballots will be required to be returned with two weeks of issue. Each ballot shall contain the names of the nominees and spaces for write-in candidates for each office. There will be no voter identification or names included on any ballot.

- E. Should there be only one nominee for any position at the deadline for return of ballots, positions will be filled by acclamation without having a ballot sent to membership. Membership will be alerted by e-mail on all acclamations.
  - 1. Any candidate who receives a majority of votes shall be declared elected.
  - 2. If no candidate receives a majority of the votes on the first ballot, a second ballot shall be distributed for voting on the two candidates who tied.
  - 3. The Secretary shall tabulate ballots cast; the President shall also count ballots, certify, and report the results to the membership and ARMA International.
- F. The Education Director and Membership Director shall be appointed to the Board by a majority vote of the Board.

#### **Section 4—Term of Office**

All Officers shall assume office July 1. They shall serve for a term of two years or until their successors are elected and have assumed duties. 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 the office of the President shall be filled by the Vice President for the remainder of the term. In the event the Vice President is unable to fill the vacancy, the vacancy for the remainder of the un-expired term shall be filled by appointment of the Board of Directors upon a 2/3 majority vote of the remaining Board of Directors. All other vacancies shall be filled for the remainder of the un-expired term by appointment of the President. The person appointed shall meet the qualifications for that office as set out in the Nominating Committee Procedures and requires approval by a 2/3 majority of affirmative votes of the Board of Directors. Any person filling a vacancy in an elected office shall be eligible to be nominated for that office for two additional terms.

#### **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. The **President** shall:
  - 1. Serve as Chairperson at regular and special meetings of the Chapter.
  - 2. Call for meetings of the Board.
  - 3. Prepare the agenda and forward it to Board members.

4. Consult with the Board on matters of Chapter policy and the development of annual goals and objectives.
5. Report information, instructions, recommendations, and suggestions received from ARMA International to the Board officers and Committee Chairpersons.
6. Report names of the Chapter officers and chairpersons to HQ and the Region Manager.
7. Represent the Chapter with other professional, business, and service organizations, and in relationships with the regions and ARMA International.
8. Forward external communications/correspondence to the appropriate Chapter officer, Director, or Committee Chairperson for proper handling.
9. Receive the monthly bank statements (or have online bank access) for account review.
10. Brief the succeeding President and turn over the appropriate records to the incoming President at the year-end Executive Board meeting.
11. Be authorized to sign checks.
12. Perform other duties assigned by the Board.

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

1. Perform all the duties of the President in the absence or disability of the President.
2. Be authorized to sign checks.
3. Assist the President in the executive direction of Chapter affairs.
4. Be able to call for meetings of the Board in the absence of the President.
5. Act as Chairperson of a Committee if necessary.
6. Perform other duties assigned by the Board.

C. The **Secretary** shall:

1. Be the official custodian of all non-financial records of the Chapter, including the Chapter Charter and Articles of Incorporation, and shall keep a record of all meetings of the Board and meetings of the Chapter membership.
2. Prepare Board minutes for distribution to the Board within two weeks of monthly Board meetings, and after approval at the subsequent Board meeting, post online within two weeks of the meeting at which they are approved.
3. Maintain Chapter records in accordance with the retention and disposition schedule provided by ARMA or the SW Region.
4. Prepare biennial ballot of slate of nominees and distribute to members at the direction of the Nominating Committee.
5. Acknowledge, prepare and manage external communications as required on behalf of the Chapter.

6. Manage the Chapter website as it is the formal communication media for the Chapter.
  7. Be authorized to sign checks.
  8. Brief the succeeding Secretary and turn over the appropriate records to the Chapter President at the year-end Board meeting
  9. Perform other duties as assigned by the Board.
- D. The **Treasurer** is the CFO of the Chapter and Custodian of funds, securities, and assets of the New Mexico Chapter. The Treasurer shall:
1. Promptly deposit all money received, membership dues, fees from meetings, etc.
  2. Record receipts with the following information: date, name/organization, items or services included, and amounts.
  3. Provide payment receipts to members upon request.
  4. Maintain accounts showing receipts and expenditures available for inspection by the Board, officers, and membership. Specified Board members can have online bank access to view transactions.
  5. Receive all invoices and make payments in a timely manner.
  6. Provide reports as required by ARMA International and the Board. Electronically provide backup information to support all financial reports, including bank statements. Attach copies of supporting bank statements, etc., that validate the numbers reported. The monthly Treasurer's report will be provided as much in advance of monthly meetings as possible to expedite meetings.
  7. Allow more than one individual to have access to online bank and financial information.
  8. Monitor the use of debit cards.
  9. Annually provide appropriate financial records to an auditor selected by the Board.
  10. Prepare checks, sign, and mail. All mailing expenses involved are reimbursable using regular mail unless urgent to chapter business.
  11. Brief the succeeding Treasurer and transfer the appropriate records to him/her at the June Executive Board meeting.
  12. Perform other duties as assigned by the Board.
- E. The **Director of Membership** shall:
1. Be responsible for the preparation and electronic publishing of a Chapter Newsletter.
  2. Respond promptly to requests for information from prospective members and conduct follow-up activities.
  3. Maintain the official Chapter records relating to current membership and inform ARMA International of any changes in members' names, titles, companies/organizations, and other contact information that (s)he may come upon.

- a. Provide reports outlining current membership and potential members to the Board.
  - b. Use membership lists to distribute the Newsletter.
  - c. Conduct regular member outreach, notify members of impending expiration, and build interest in the Chapter's activities.
  - d. Recruit new members.
4. Perform other duties as assigned by the Board.

F. The **Education Director** shall:

1. Be responsible for, and coordinate with the Board on, the organization and advancement of information and records management education by:
  - a. Initiating and following through on Chapter and association educational objectives.
  - b. Providing Chapter members with opportunities for self-improvement in the field.
  - c. Handling the awarding of CRM or CE credits for Chapter activities by securing approvals of conferences and seminars through Institute of Certified Records Managers and other certifying organizations as requested by meeting or seminar attendees.
  - d. Facilitating speakers' and presenters' travel and equipment needs.
2. Perform other duties as assigned by the Board.

## **Section 7—Removal**

- A. Any 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 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.

## **ARTICLE V—MEETINGS**

### **Section 1—Regular Meetings**

The Board shall schedule monthly Chapter Meetings. In the case of an emergency or bad weather, both Board and member meetings will be cancelled by the Board and communication coordinated by the Secretary or the Membership Director.

## **Section 2—Special Meetings**

A Special Meeting of the Chapter membership may be called by the President or a majority of the Board. Five days' notice of the Special Meeting shall be sent by the Secretary to all Chapter members, and such notice shall be accompanied by an agenda.

## **Section 3—Annual Meeting**

The meeting held in June shall be the Annual Meeting at which annual reports shall be presented. The meeting shall be held in at a location and time to be determined by the Board of Directors. Members in good standing shall be notified of the location and date in a timely manner.

## **Section 4—Quorum**

A majority (50%) of the Chapter members shall constitute a quorum for the transaction of Chapter business.

# **ARTICLE VI—BOARD OF DIRECTORS**

## **Section 1—Composition**

The Board of Directors, which is the governing body of the chapter, shall consist of the elected officers and the appointed Directors.

## **Section 2—Duties. The Board of Directors shall:**

- A. Manage all activities of the Chapter, including financial matters.
- B. Appoint an Audit Committee and approve its report.
- C. Approve an annual budget.
- D. Select dates and arrange meetings of the members.
- E. Other duties.

## **Section 3—Meetings**

- A. The Board of Directors shall meet at least six times annually, the dates and times to be decided at its first meeting at dates and times mutually agreeable.
- B. A majority of the Board shall constitute a quorum.
- C. Special meetings of the Board of Directors may be called by the President or by a majority of its members. Seven business days' notice shall be given.
- D. In the case of an emergency or inclement weather, a Board meeting may be cancelled by the President.



- E. Proxy voting is legal in New Mexico for non-profit Boards. Directors may vote by assigning another member their proxy in writing or by email, which authorizes the Board member to vote in their behalf.
- F. Meetings shall be open to all Chapter members for observation and Board-invited guests. Members are to comply with formal proceedings of the meeting and accordingly are asked not to enter discussions unless directly addressed by the presiding officer.
- G. Board meetings may be held by teleconference or similar method of communication provided all can hear each other concurrently.
- H. Voting on time-sensitive Chapter business can be carried out by email.

## **ARTICLE VII—FINANCES**

### **Section 1—Fiscal Year**

The Chapter fiscal year shall begin July 1<sup>st</sup> and end June 30<sup>th</sup> of the following year.

### **Section 2—Membership Dues**

Membership dues for the Chapter shall be set by the Board in advance of the new fiscal year. The amount will be in addition to the required ARMA International dues. The Chapter shall notify the Association of any changes in local dues no later than May 1<sup>st</sup>.

### **Section 3—Disbursements and Signing Authority**

- A. The President shall approve expenditures prior to the Treasurer remitting payment. Should the President not be available, the Vice President or Secretary shall fulfill these duties.
- B. After ascertaining a sufficient Treasury balance, the President, Vice President, and Secretary may spend up to \$250 without Board approval for Chapter-related purchases. Receipts are required for reimbursement.

## **ARTICLE VIII—COMMITTEES**

### **Section 1—Composition**

Committees will be created as needed by the Board. The Chair of each Committee shall be appointed by the President with the approval of the Board, and shall be responsible for seeing they are comprised of Chapter members in good standing who shall serve a one-year term.

### **Section 2—Frequency of Meetings**

Committees shall meet at least once quarterly in person or by telecommunication.

### **Section 3—Duties of Committees**

Chairpersons will supply an annual plan including written tasks and objectives to the Board for approval.

#### **Section 4—Ex-Officio Member**

The President shall be an ex-officio member of all Committees except the Nominating Committee.

### **ARTICLE IX—DISSOLUTION**

In the event of dissolution of the Chapter, all 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 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 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 for all cases not provided 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 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.