

Bylaws of the ARMA Michigan Chapter of ARMA International

Article I – Name

The name of the Chapter is ARMA Michigan.

Article II – Objectives

1. To advance records and information management as a discipline and profession.
2. To organize and promote research, education, training, and networking programs in the profession of records and information management.
3. To support the enhancement of the professionalism of members of the Chapter and promote cooperative endeavors with related professional groups.

Article III – Members

Section 1 – Classes of Membership

A. Professional:

A duly qualified individual in good standing with ARMA is entitled to full voting and other rights and benefits.

B. Honorary:

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

C. 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 International election, Michigan Chapter elections, or holding Chapter office.

Section 2 – Requirements

The requirements for each class 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 Michigan 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 – Qualification

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 or Information Governance, 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 6 of this Article.

Section 4 – Good Standing

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

Section 5 – Non-Renewal 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 or former member may apply for membership upon full payment of annual Association and Chapter dues.

Section 6 – Censure, Suspension or Expulsion

Any member may be censured or suspended by a two-thirds 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 findings, 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 an 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 – The Board of Directors

A. Officers:

The officers of the Chapter shall be an Immediate Past President, President, Vice President, Treasurer, and Secretary who make up the Executive Committee. If no member from the former Executive Committee OR an acting Director is willing to run, then any Chapter member can apply to fill the position, which will be subject to Board approval. Preference will be given to candidates with previous Board experience.

B. Directors:

All Directors are confirmed by the Executive Committee. The duties of the Directors shall be determined by the Board. Directors shall have full voting rights on the Board of Directors.

Section 2 – Qualifications

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

Section 3 – Nomination and Election

Prior to the end of the Chapter fiscal year, the Board of Directors will issue a notice to the membership for nominations and appoint a Nominating Committee, which shall consist of the Immediate Past-President and may include at least one member in good standing of the Chapter. If the Immediate Past-President is unable to serve, the Board will designate an Executive Committee member to act in that role. Nominations are open for 14 (fourteen) days after notice. After nominations are closed, the Nominating Committee will confirm the nominations and submit the slate of candidates to the membership. If more than one candidate is nominated for one position a plurality of member votes will determine the successful election. If only one person is nominated for a position, that person will be elected by acclamation.

Section 4 – Term of Office and Vacancies

All Officers shall assume office July 1. They shall serve for a term of 2 (two) year(s) or until their successors are elected and have assumed duties. No officer except the Treasurer and Secretary shall serve more than 2 (two) consecutive terms in the same office unless agreed upon by a vote of the Board of Directors. An officer who has served for more than half a term shall be considered to have served a full term.

Staggered Terms

To ensure continuity and effective governance, the terms of office for Board members shall be staggered as follows:

A. Initial Staggering of Terms

To create staggered terms, the current Board members' terms, which began in July 2023 and end in July 2025, shall be adjusted as follows at the July 2025 annual meeting:

1. **President:** Elected in odd-numbered years (e.g., 2025, 2027, etc.). The President elected in July 2025 shall serve until July 2027.
2. **Vice President:** Elected in even-numbered years (e.g., 2026, 2028, etc.). At the July 2025 meeting, the Vice President shall be elected for a one-year term (July 2025–July 2026), and thereafter for two-year terms.
3. **Treasurer:** Elected in odd-numbered years (e.g., 2025, 2027, etc.). The Treasurer elected in July 2025 shall serve until July 2027.
4. **Secretary:** Elected in even-numbered years (e.g., 2026, 2028, etc.). At the July 2025 meeting, the Secretary shall be elected for a one-year term (July 2025–July 2026), and thereafter for two-year terms.

B. Ongoing Elections

Following the initial staggering in July 2025:

- In odd-numbered years, the President and Treasurer shall be elected for two-year terms.
- In even-numbered years, the Vice President and Secretary shall be elected for two-year terms.

C. Vacancies

Should a vacancy occur, the Board may appoint a replacement to serve until the next annual meeting, at which time an election shall be held to fill the remainder of the unexpired term, if any.

Section 5 – 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. All officers are responsible for active participation in meetings and within their assigned committees.

A. President. The President shall:

1. Preside over all meetings of the Board of Directors and of the members.
2. Appoint the chairperson of all standing committees with the approval of the Board of Directors.
3. Appoint all special committees.
4. Be an ex-officio member of all committees except the Nominating Committee.
5. Act as primary contact with ARMA International headquarters.
6. Will be an authorized signer on the Chapter bank account.

B. Vice President. The Vice President shall:

1. Be an aide to the President.
2. Perform the duties of the President during his or her absence.
3. Act as primary contact with the Chapter's business partners.
4. Other assigned duties.

C. Treasurer. The Treasurer shall:

1. Have custody of all the funds of the Chapter, which shall be deposited in a federally insured institution.
2. Keep a full and accurate account of receipts and expenditures.
3. Create an annual budget which shall be voted on by the Board of Directors.
4. In accordance with the budget adopted by the Chapter, make disbursements as authorized.
5. Present a report at meetings of the Board of Directors.
6. Prepare an annual report at fiscal yearend, which shall be submitted along with the financial records to the Board of Directors for approval.
7. Submit reports as required by ARMA International.
8. Keep the Chapter in compliance with Internal Revenue Service and Franchise Tax Board requirements.
9. Ensure that the Chapter remains in good standing with ARMA International and the State of Michigan.
10. Other assigned duties.

D. Secretary. The Secretary shall:

1. Record, prepare, and maintain an accurate set of minutes of the Board of Directors and special meetings.
2. Maintain Chapter records in accordance with the approved Chapter record retention schedule.
3. Acknowledge and prepare correspondence and other written communication as required on behalf of the Chapter.
4. Maintain an ongoing log of Chapter administrative policies and decisions of the Board and as needed, notify the Board of existing policies and decisions.
5. Maintain an annual list of board member attendance at chapter functions and board meetings and
6. Other assigned duties.

E. Directors.

1. The duties of the directors shall be determined by the Board.
2. At least one director is assigned to one of the standing committees.

F. Immediate Past President. The Immediate Past President shall:

1. Be a transition position assumed by the President after serving in that role.
2. Chair the Nominating Committee.
3. Other assigned duties.

Section 6 – 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 two-thirds 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 or Director removed from office under this section shall be ineligible for election to any office for at least two years.

Article V – Membership Meetings

Section 1 – Regular Meetings

Regular meetings of the members shall be held during the chapter year. The dates and arrangements for these meetings shall be determined annually by the Programs Committee unless otherwise appointed by the Board of Directors. In the case of an emergency or bad weather, a meeting may be cancelled by the Board of Directors.

Section 2 – Special Meetings

Special chapter meetings may be called by the Executive Committee or by two-thirds of the Board of Directors. 24-hour notice of the meeting shall be given to the registered email of the board member. Special meetings shall only be held Monday-Friday between 8:00am and 5:00pm EST.

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 directors.

Section 2 – Meetings

- A. The Board of Directors shall meet at least 4 (four) times annually (once per quarter). The dates and time will be decided at its first meeting.
- B. Special meetings are governed by Article V, Section 2.
- C. In the case of an emergency, a meeting may be cancelled by the President or Vice President.
- D. Two-thirds of the Board shall constitute a quorum for the transaction of business in any meeting of the Board of Directors.
- E. The Board meeting in the month of June is designated as the Annual Business Meeting.

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 ARMA International. The Chapter shall notify ARMA International of any changes in local dues no later than May 1st.

Section 3 – Annual Chapter Financial Audit

The Chapter Financial audit will be performed every year. The Chapter can decide to do an internal audit or appoint another Chapter to perform the audit. If an internal audit is chosen, the Board will appoint the Auditing Committee.

Article VIII – Committees

Section 1 – Committees

The Board of Directors may form such committees, as it may deem necessary, to promote the purposes and carry on the work of the Chapter. The term of each chairperson shall be for 1 (one) year or until a successor has been selected.

Section 2 – Duties of Committees

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

Section 3 – Standing Committees

The President shall be responsible for seeing that the Standing Committees are appointed from the members of the Chapter to serve 1 (one) year from the date of installation of Officers and Directors or until June 30. Unless otherwise provided in the Bylaws, the Chairperson of each Standing Committee shall be appointed by the President with the approval of the majority vote of the Board of Directors. Unless otherwise provided in the Bylaws, members of Standing Committees shall be appointed by the Chairperson of each such committee. The Standing Committees shall include:

- Budget and Finance Committee
- Nominating Committee
- Programs Committee
- Public Relations/Marketing Committee
- Auditing Committee
- Membership Committee

Section 4 – Ad Hoc Committees

Special committees and their Chairperson shall be appointed by the President when deemed necessary by the President and/or the Board of Directors.

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 in writing at least 30 (thirty) 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.

Read and approved by Chapter Officers:

President, 

Vice President, 

Treasurer, 

Secretary, 