

FLORIDA RECORDS MANAGEMENT ASSOCIATION BYLAWS

ARTICLE I: NAME AND OBJECTIVES

Section 1:

The name of this organization shall be the Florida Records Management Association (hereinafter referred to as “Association”).

Section 2:

The objectives of this Association are to promote cooperation and the exchange of information among individuals and agencies interested in government records and information management; to provide a forum for the discussion of matters of common concern; to foster and promote a better public understanding of the functions and purpose of government records management; to foster and promote a better understanding of Florida Statutes and regulations; to cooperate with local, state, regional, national, and international records management organizations, to encourage the continuous exchange of information among government archives and records management agencies to improve their programs and services; to promote education and training in records and information management; and to promote the effective and efficient use of new technologies to manage information.

Section 3: The purposes for which the Association is organized are exclusively charitable, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Section 4:

Notwithstanding any other provisions of these articles, the Association shall not carry on any other activities not permitted by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Section 5:

No part of the earnings of the organization shall be used to the benefit of or be distributed to its members, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes of the Association.

Section 6:

In the event of dissolution of the Association, the residual assets of the Association will be turned over by the Executive Board (hereinafter referred to as “Board”) in office at the time of the dissolution to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or federal, state or local government for exclusive public purposes.

ARTICLE II: MEMBERSHIP

Section 1:

Membership shall be open to employees of public (governmental), agencies, institutions or organizations. For membership to remain in good standing, all current dues must be paid. Membership in the Association shall consist of the following categories: Individual, Institutional, and Corporate.

Section 2:

An Individual Member shall have the right to vote, to hold elective office or appointive position, and to receive publications of the Association.

Section 3:

Institutional Member status shall be granted to public (governmental) agencies, organizations, and institutions. Each Institutional Membership shall have the right to one (1) vote in Association elections and shall receive Association publications.

Section 4:

Corporate Member status shall be accorded any vendor, consultant, or contractor of goods and services of interest to the records and information management profession. Each Corporate Membership shall have the right to one (1) vote in Association elections and shall receive Association publications. However, Corporate Members shall not hold office, but may nominate Individual Members for election to the Board.

Section 5:

Registered members from ARMA (Association of Record Managers and Administrators International), AIIM (Association for Information and Image Management), and NAGARA (National Association of Government Archives and Records Administrators) shall pay seminar registration fees at the member rate.

ARTICLE III: DUES AND FEES

Section 1:

The Board shall determine dues.

Section 2:

The fiscal year will be January 1 to December 31. Membership fees shall be due January 1 for each calendar year. Membership shall start upon first payment of membership fees.

ARTICLE IV: MEETINGS

Section 1:

The Board shall meet at the Annual Business Meeting of the Association and shall hold such other meetings as it may deem necessary by the President or by the request of three (3) members of the Board. Whenever, in the judgment of the Board, questions arise that should be put to a vote of the Board and cannot await a meeting of the Board, the Board may vote by mail ballot, telephone, or electronic means.

The Board shall meet a minimum of four (4) times per year to conduct the business of the Association. The Board may choose to meet through conference calls, computer conferencing or other appropriate media as technology evolves. Board members shall attend all regular and called meetings of the Association and Board. If a Board member is unable to attend a physical meeting in person, participation by telephone or other electronic means shall not be counted as an absence, provided that a majority of the Board is in agreement and prior arrangements to have the appropriate media in place have been made. If unable to attend, the Board member shall notify the President or Secretary in advance of the meeting.

The presence of a majority of the total membership of the Board shall be necessary at any meeting of the Board to constitute a quorum.

Section 2:

The Annual Business Meeting of the Association shall be held for the purpose of conducting any business that may be brought before the meeting and providing a program of general interest to the members. Notice of the Annual Business Meeting shall be sent to the membership at least sixty (60) days prior to the date of the meeting.

Section 3:

Special meetings, workshops, and seminars of the Association may be called by the President, upon the approval of the Board, or at the written request of one-third (1/3) of the membership. Notice of such meetings shall be sent to the membership at least (30)

days in advance. The Board will make an effort to rotate the meeting locations in order to encourage attendance.

Section 4:

A majority of the total number of members officially registered for any meeting shall constitute a quorum for the transaction of business.

Section 5:

The agenda of business for each regular meeting shall include the following:

- Call to order
- Roll call
- Approval of minutes
- President's Report
- Treasurer's Report
- Board Reports
- Committees Reports
- Unfinished business
- New business
- Adjournment

Section 6:

Robert's Rules of Order, Newly Revised shall be the parliamentary authority for the conduct of all meetings of the Association, Board, and all committees. In the event a conflict exists between said parliamentary authority and the Bylaws of this Association, the Bylaws shall assume precedence. The most current edition published or endorsed by the Robert's Rules Association shall supersede any prior editions.

Section 7:

The official logo of the Association shall be a horizontal oval with a gold background, outlined in black, containing the letters FRMA in gold with a black outline, with a representation of the State of Florida, in white, separating the letters R and M.

The official colors of the Association shall be black, white, and gold.

ARTICLE V: EXECUTIVE BOARD

A. AUTHORITY AND ACCOUNTABILITY

Section 1:

The Board shall have the power and authority to manage the Association and to govern its affairs. The Board shall determine policies and procedures within the limits of the Bylaws of the Association and shall take such action as it considers necessary to carry out the objectives of the Association.

Section 2:

The Board shall consist of the following officers elected by the membership: President, Vice-President, Secretary, Treasurer, Immediate Past President, and five (5) Directors (Director of Administration, Director of Membership, Director of Conference Programs, Director of Public Relations, and Director of Education).

Section 3:

The Board has the authority to act for the Association between meetings of the Association. The Board shall establish its own operational procedures, and the officers of the Association shall serve in the same capacities on the Board.

Section 4:

No two (2) Board members shall be employees of the same office, department, or public (governmental) agency or entity.

Section 5:

If any Board member is absent from two (2) consecutive Board meetings for unacceptable causes, a vacancy shall be considered to exist and a successor appointed. Any officer or director may be removed from office for dereliction of duty, abandonment of the office, misfeasance or malfeasance regarding Association policies or funds, conviction of a felony, or any act deemed illegal or morally reprehensible.

Section 6:

All members of the Board shall serve until their successors are elected and assume their duties.

Section 7:

The Board may establish ex-officio seats on the Board and shall define their role and status on the Board.

B. DUTIES

Duties of Board members shall be detailed in the Duties and Responsibilities of Board Members document.

Section 1:

The President shall be the presiding officer of the Board, with the power and duty to exercise general supervision over the affairs and operations of the Association within the scope provided by the Bylaws. The President shall preside at all meetings of the Board and Association, and appoint members to committees as needed with the approval of the Board. The President shall serve on all standing and other committees, except the Nominating Committee, in addition to the appointed members. The President shall have such other duties as assigned by the Board.

In the event of resignation, absence, incapacitation, or withdrawal of the President, the duties of the President shall be assumed by the Immediate Past President until the next Annual Meeting of the members. Should the Immediate Past President be unable to assume the office as Interim President, the Vice President shall assume the office of President. The Vice President shall call an emergency meeting of the Board, who shall elect an Interim Vice President to serve until the next Annual Business Meeting of the Association. The term of the President shall be two years. The Vice President will succeed to the office of President after serving one term as Vice President.

Section 2:

The Vice President shall preside at meetings of the Board in the absence of or at the request of the President. The Vice President shall perform other duties as assigned by the President and the Board.

The Vice President shall serve a two-year term. Election for the office of Vice President shall occur each even-numbered year.

The Vice President shall succeed to the office of President after serving one term as Vice President.

Section 3:

The Immediate Past President shall have no specific duties, but will perform duties as assigned by the President and the Board. The Immediate Past President shall serve as ex-officio member of the Board with the right to vote in the year after the term as President has expired. The Immediate Past President may serve on the Board as a non-voting advisor in the second year after the term as President has expired. However, attendance at meetings of the Board during this second year is voluntary, and the absence of the Immediate Past President shall not be counted against the quorum. In the event of resignations, withdrawals, or other circumstances that cause vacancies in the leadership

of the Association, the Immediate Past President may be asked to serve in some capacity on the Board until such time as appointments can be made, or until the next Annual Business Meeting of the Association.

Section 4:

The Secretary shall have the following responsibilities: keeping a record of all proceedings of the Association and the Board, and issuing all notices as required by the Bylaws or as required by law. The Secretary shall perform such other duties as are customary to the office or as may be assigned by the President and the Board. The Secretary shall serve a two-year term. Election for the office of Secretary shall occur every odd-numbered year.

Section 5:

The Treasurer shall have the following responsibilities: safekeeping of Association funds, maintaining adequate financial records, and depositing all monies with an insured financial institution in the name of the Association; collecting dues, and rendering an annual report. Monies shall be disbursed by numbered checks signed by the Treasurer ~~and~~, the President, or the Vice-President. These three officers shall serve as authorized signers on all Association accounts and for all financial documents. All persons having signature authority on any Association account shall be bonded at the expense of the Association. The Treasurer shall serve a two-year term. Election for the office of Treasurer shall occur each even-numbered year.

Section 6:

The Directors shall have the following responsibilities:

The Director of Administration: performing an annual review of the Bylaws and the Duties and Responsibilities of Board Members document, as well as any and all operating procedures ; preserving the records of the Association; supervising an annual audit and any special audits; and overseeing the Legal Committee and the Audit Committee. The Director of Administration shall serve a two-year term. Election for the office of Director of Administration shall occur each odd-numbered year.

The Director of Membership: maintaining current membership records, initiating recruitment efforts, coordinating elections of the Association, and overseeing the Membership Coordinator and the Nominating Committee. The Director of Membership ~~He~~ shall serve a two-year term. Election for the office of Director of Membership shall occur each odd-numbered year.

The Director of Conference Programs: coordinating and planning the program and accommodations for the Annual Conference and special conferences, and overseeing the Annual Conference Program Committee, the Hospitality Committee, and any special conference committee. The Director of Conference Programs shall serve a two-year term. Election for the office of Director of Conference Programs shall occur each even-numbered year.

The Director of Public Relations: publishing the newsletter, maintaining the Web site, coordinating sponsors and vendors, and overseeing the Newsletter Editor/Committee and the Web Master. The Director of Public Relations shall serve a two-year term. Election for the office of Director of Public Relations shall occur each even-numbered year.

The Director of Education: coordinating the educational activities of the organization, including, but not limited to, coordinating, contacting, and scheduling speakers at the annual and Mid-Year Conferences; negotiating, on behalf of the Board, contracts with educational institutions; determining the eligibility of courses and instructors; and coordinating disbursement of certificates, CEUs, and other educational achievements. The Director of Education shall serve as chairman of the Education Committee. The Director of Education shall serve a two-year term. Election for the office of Director of Education shall occur each odd-numbered year.

Directors shall perform other duties as may be assigned by the President and the Board.

Section 7:

No officer shall serve more than two consecutive terms in the same office.

C. ELECTIONS

Section 1:

A Nominating Committee of not less than three (3) members of the Association shall be appointed each year. No member of the Nominating Committee shall run for elective office during his or her tenure on the Committee.

Nominations shall be solicited from the members via the website or other means of communication.

Sufficient time shall be allowed for members to submit nominations.

Nominations shall be submitted to the chairman of the Nominating Committee.

Members may nominate themselves.

In the event there are no nominations received for an office, the Board may extend the time for nominations to be received, or contact members directly to solicit them to accept nomination.

Any member nominated has the right to decline nomination.

Section 2:

A Nominating Committee shall consider candidates for the offices of Vice President, Secretary, Treasurer, and five (5) Directors, as appropriate for each election. Election for officers shall be held annually for one half of the Board: In odd years, officers up for reelection shall be the Secretary, Director of Administration, Director of Membership, and Director of Education; in even years, officers up for reelection shall be the Vice President, Treasurer, Director of Conference Programs, and Director of Public Relations. The Nominating Committee is authorized during contact with the candidates to disclose the number of people nominated for office, but not the names. The recommendations of

the Nominating Committee shall be formally reported as a ballot offering a slate of candidates for each office and including places for write-in candidates for each office.

Section 3:

Ballots shall be mailed to the membership at least thirty (30) days before the election. The Nominating Committee shall establish a deadline for the return of ballots, which shall be clearly noted on the ballot. Ballots received after the established deadline shall be considered null and void. Members of the Nominating Committee shall count ballots.

Section 4:

The candidate who receives the largest number of votes for an office shall be elected. The Chairman of the Nominating Committee shall promptly notify the Board members of the results, and shall promptly notify all candidates of the results by personal phone call. In the event of a tie, the election shall be determined by a single coin toss at the Annual Business Meeting.

Section 5:

In the event that a vacancy in the Board occurs, a replacement shall be elected by a majority vote of the remaining members of the Board to serve until the next election. If the Board deems it expedient, the responsibilities of the vacant office may be assigned to one or more of the remaining officers until such time as a regular or special election may be held. All appointed officers and directors shall hold office until the next regular election is held.

However, if said vacancy occurs ninety (90) days or less prior to the Annual Business Meeting, and the vacant office is not due to expire at the close of that Annual Conference, the following procedures shall be followed:

- a. Election results and Board vacancies shall be announced at the opening ceremonies of the Annual Conference.
- b. The Nominating Committee shall then receive nominations from the time of the announcement through the opening of the Annual Business Meeting.
- c. The election shall take place at the beginning of the Annual Business Meeting, and will be conducted by secret ballot.
- d. The Nominating Committee shall count the ballots and announce the winners at the Annual Business Meeting.

Section 6:

All new officers shall be sworn in at the end of the Annual Business Meeting, and will assume their duties at the adjournment of the Annual Conference.

Section 7:

Ballots and election records shall be retained for a period of one year after the general election. Election results shall be a permanent record of the Association.

D. INDEMNIFICATION

Every member of the Board may be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board in connection with any threatened, pending, or completed action, suit, or proceeding to which the Board member may become involved by reason of ~~his~~ being or having been a member of the Board, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of the duties of the office. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights which such member of the Board is entitled.

ARTICLE VI: COMMITTEES AND OTHER APPOINTMENTS

Section 1:

The Standing Committees of the Association shall be:

Audit Committee
Nominating Committee
Legal Committee.

Section 2:

Standing Committees shall be created or abolished as required by vote of the Board. The Board, by majority vote, shall appoint the chairmen of Standing Committees, and the Board member responsible for each respective committee shall designate that committee's members.

Section 3:

When the need arises, Special Committees shall be created in the same manner as the Standing Committees. Special Committees shall serve until their business is completed.

ARTICLE VII: THE RECORDS OF THE ASSOCIATION

Section 1:

All records of the Association shall be open for public inspection.

Section 2:

The records of the Association shall be preserved by the officers and committee chairs, and shall be promptly turned over to their successors.

ARTICLE VIII. AMENDMENTS

Section 1:

The Association is authorized and directed to prepare, adopt, or amend such Bylaws as may be desirable to carry out the administrative practices of the Association.

Section 2:

The Board or the membership may propose amendments to the Bylaws. Notice containing the text of any proposed amendment to the Bylaws shall be sent to the membership at least thirty (30) days before the Annual Business Meeting, and shall include the reason for such amendment.

- a. If proposed by the membership, the amendment must be agreed upon by at least five (5) members and then forwarded to the Secretary.
- b. The Bylaws may also be amended by the Board without notice to or approval of the membership, at any meetings of the Board where a majority deems such amendments necessary to the efficient management of the Association, or an emergency exists requiring such amendment (“interim amendment”).
 - i. The Board shall notify members of the interim amendment(s) and immediately post them on the FRMA Web site for member review and comment.
 - ii. All member comments shall be reviewed by the Board within 7 days of posting; if the majority of member comments (50+%) are negative, the Board will rescind such amendment until it can be revised and presented for approval at the next Annual Business Meeting. If member comments are favorable (50+%), interim amendments shall be in full force until presented for approval by the members of the Association at the next Annual Business Meeting.
 - iii. Written notice of such interim amendment(s) will be sent to the membership at least thirty (30) days before the Annual Business Meeting, and shall include the reason for such amendment(s).

- iv. If the interim amendment is approved by the Board within thirty (30) days of the Annual Business Meeting, it will be announced in writing at the Annual Business Meeting.
- c. Amendments to the Bylaws must be approved by a majority vote of the members present at an Annual Business Meeting or at a Special Meeting of the membership duly called for such purpose. The members shall have the right to disapprove said amendments by majority vote of those in attendance.

Section 3:

Any adopted amendments shall be published in print or electronic form in the newsletter and on the website of the Association.

Section 4:

Corrections of typographical errors, spelling, grammar, punctuation, or other errors or omissions that do not materially change the meaning or intent of the Bylaws may be made by action of the Board as such errors are brought to the attention of any Board member.

Adopted at the Annual Meeting of the Members, May 22nd, 2008, Daytona Beach.

Gloria Lewis _____
Gloria Lewis, President

Sandra Tuller _____
Sandra Tuller, Secretary