

FR**MA**

BYLAWS

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 promote the effective and efficient use of new technologies to manage information.

Section 3.

The purpose for which the Florida Records Management Association is organized and 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 Florida Records Management 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 new earnings of the organization shall be used to the benefit of or be distributed to its members, trustee, 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 Committee 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 any interested person, agency, institution or organization. For membership to remain in good standing, all current dues must be paid. Membership in the Association shall consist of the following categories: Member, Institutional, and Corporate.

Section 2:

A member shall have the right to vote, hold elective office or appointive position, and to receive publications of the Association.

Section 3:

Institutional member status shall be granted to agencies, organizations and institutions. The Executive Committee of the Association shall determine the benefits of this category.

Section 4:

A corporate membership shall be accorded any vendor or contractor of goods and services of interest to the records and information management profession. Corporate membership shall not hold office however, may nominate non-corporate members to the Executive Board.

Section 5:

ARMA, AIIM, and NAGARA registered members will pay for seminars at the member rate.

ARTICLE III: EXECUTIVE COMMITTEE

Section I:

The Executive Committee shall have the power and authority to manage the Association and to govern its affairs. The Executive Committee shall determine policies and changes within the limits of the Bylaws of the Association and shall take such actions, as it considers necessary to carry out the objectives of the Association.

Section 2:

The Executive Committee shall consist of The President, Vice-President, Secretary, Treasurer, the Immediate past President, and four (4) Directors elected by the membership.

Section 3:

The Executive Committee has the authority to act for the Association between meetings of the Association. The Executive Committee shall establish its own operational procedures except that the officers of the Association shall serve in the same capacities on the Committee.

Section 4:

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

Section 5:

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

Section 6:

In the event that a vacancy occurs in the membership of the Executive Committee, a replacement shall be elected by a majority vote of the remaining members of the Committee to serve until the next election.

Section 7:

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

Section 8:

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

ARTICLE IV: EXECUTIVE COMMITTEE MEMBERS

Section 1:

The officers of the Association shall be a President, Vice-President, a Secretary, a Treasurer, and four (4) Board Members.

Section 2:

The President shall be the chief executive officer of the Association, and, subject to the Executive Committee, shall have general supervision and control over its affairs. The President shall have the following responsibilities: to preside at all meetings of the Association and Executive Committee; to prepare an annual report to the Association; to appoint members to committees as needed with the approval of the Executive Committee; to be ex-officio member of all committees except the Nominating Committee; and to deposit and disperse Association funds in the event that the Secretary-Treasurer is unable to do so. In the event of resignation, absence, incapacitation or withdrawal, of the President, the Vice-President shall assume the duties of the President. Should further succession to the office be necessary, the duties of the President shall be assumed by the most recent Past President. The President will hold office for two consecutive years, being elected every odd numbered year.

Section 3:

The Vice-President shall have the following responsibilities: to assist the President in the management of the affairs of the Association; to assume all of the duties of the President during his/her absence or disability; to represent the President when necessary as an ex-officio member of all committees except the Nominating Committee, and to perform such duties as may be assigned by the President and/or the Executive Committee, including but not limited to ordering gifts for the outgoing board and committee chair members. The Vice-President will hold office for two consecutive years, being elected every even numbered year.

Section 4:

The Secretary shall have the following responsibilities: keep a record of all proceedings of the Association and the Executive Committee; shall notify any members of his/her election to office or appointment to committees; shall issue all notices, including the presentation of questions for mail ballot vote. The Secretary shall perform such other duties as are customary to the office or as may be assigned by the President or the Executive Committee. The Secretary will hold office for two consecutive years, being elected every odd numbered year.

Section 5:

The Treasurer shall have the following responsibilities: to send due notices to members and to maintain an up-to-date listing of all members in good standing. He/she shall keep and preserve proper books of accounts, which will be at all times subject to audit by an Auditing Committee appointed by the President. The funds of the Association shall be kept in the name of the Association in a bank approved by the Executive Committee and shall be disbursed only on vouchers approved by the President and Vice President. Expenditures of \$100.00 or less may be made directly by the Treasurer without prior approval. Expenditures greater than \$100.00 must be approved by the President. Expenditures greater than \$1,000.00 shall be approved by the board. The Treasurer must sign all checks. He/she will prepare an annual budget and quarterly financial reports. The annual financial report to be presented at the Annual Meeting shall include an audited statement of receipts and disbursements ending at the time of the meeting. Internal audits shall be done yearly. An external audit shall be done prior to the conclusion of the Treasurer's term of office. The Treasurer shall submit a report of receipts and disbursements and the balance on hand upon request of the Executive Committee. The Treasurer will hold office for two consecutive years, being elected every even numbered year.

Section 6:

Directors will have the following responsibilities: attend the majority of the called meetings of the Executive Committee, attend the annual business meeting, and perform additional duties as assigned by the president. Directors will hold office for two consecutive years. Two Directors will be elected every odd numbered year and two Directors will be elected every even numbered year.

Section 7:

The term of office shall be two years and shall commence at the adjournment of the Annual Business Meeting. No elected officer shall serve more than two consecutive terms in the same office.

ARTICLE V: MEETINGS

Section 1:

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. Written notice of the Annual Business Meeting shall be mailed to the membership at least thirty (30) days prior to the date of the meeting.

Section 2:

Special Meetings/Workshops/Seminars of the Association may be called by the President, upon the approval of the Executive Committee, or at the written request of one-third (1/3) of the membership, written notice of such meetings shall be sent to the membership at least (30) days in advance. The Board will change the meeting locations to meet the needs of the membership.

Section 3:

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

ARTICLE VI: COMMITTEES AND OTHER APPOINTMENTS

Section 1:

The Standing Committee of the Association shall include the Audit Committee and Nominating Committee.

Section 2:

Standing Committees shall be created or abolished as required by vote of the Executive Committee. The President shall appoint the members and chairs of Standing Committee, the appointments to be confirmed by a majority vote of the Executive Committee.

Section 3:

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

ARTICLE VII: NOMINATIONS AND 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 their tenure on the Committee.

Section 2:

A Nominating Committee shall consider candidates for the Office of President, Vice-President, Secretary, Treasurer, and three (3) Board members. The Executive Board authorizes the nominating committee during the contact to disclose the number of people running for office without disclosing 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. Members of the Nominating Committee shall count ballots. Ballots received after the established deadline shall be considered null and void.

Section 4:

The candidate who receives the largest number of votes for an office shall be elected with the exception of the candidates for Director; the three names receiving the largest number of votes shall be elected. In the event of a tie, election shall be determined by a coin toss.

ARTICLE VIII: PUBLICATIONS

Section 1:

The Association shall publish a newsletter and other publications as the Executive Committee may designate.

Section 2:

With approval of the Executive Committee, the President shall appoint an Editor for the newsletter and other such Editors as necessary.

Section 3:

Subscriptions for publications of the Association shall be accepted from others at such rates as may be directed by the Executive Committee.

Section 4:

The Association shall not be responsible for statements of opinions advanced in its publications or in papers or discussions at meetings of the Association, except for those authorized by the Executive Committee.

ARTICLE IX: THE RECORDS OF THE SOCIETY

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 X: SPECIAL PROJECT FUNDS

Section 1:

In addition to the general operating account of the Association, the Executive Committee may establish such Special Project funds as may serve to further the aims and purposed of the Association and profession.

Section 2:

Such funds shall be set apart from the general operating account and may be used only for the purposes for which they are established.

ARTICLE XI: DUES AND FEES

Section 1:

The Executive Committee shall determine dues.

Section 2:

Beginning January 1, 2005, membership fees will be due January 1st of each year. The fiscal year will be January 1 to December 31. Membership shall start upon first payment of dues. Membership will be in effect for each calendar year ending December 31st.

ARTICLE XII: 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. An up-to-date copy of the Bylaws shall be available to members upon request to the secretary.

Section 2:

The Bylaws may also be amended by the Executive Committee at any meetings of that body when the Committee deems such amendments necessary to the smooth management of the Association; such amendments shall be in full force and effect unless altered or rescinded by the members of the Association at the next Annual Business Meeting. Notice containing the text of any proposed changes to the Bylaws shall be sent to each member at least thirty (30) days before the Annual Business Meeting. Amendments to the Bylaws may be made by a majority approval of the members present at an Annual Business Meeting or a Special Meeting of the membership duly called for such a purpose.

Section 3:

Executive Committee or the membership may propose amendments to the Bylaws. Proposals must be made in writing by at least five (5) members and filed with the Secretary. Notice containing the text of any proposed change to the Bylaws shall be sent to each member at least (30) days before the Annual Business Meeting. Amendments to the Bylaws may be made by a majority approval of the members present at an Annual Business Meeting or at a Special Meeting of the membership duly called for such a purpose.

Section 4:

Any adopted amendments shall be published in the newsletter of the Association.