PACIFIC REGION OF
ARMA INTERNATIONAL

ARTICLE I - NAME

This not-for-profit organization shall be known as the Pacific Region of ARMA International ("the Region") and shall be a region of the Association of Records Managers and Administrators, Inc., a Kansas not-for-profit corporation ("ARMA International").

ARTICLE II - OBJECTIVES

The objectives of the Pacific Region of ARMA International are:

- To provide educational and networking opportunities for information professionals that will enhance their ability to contribute to organizational success by leveraging the value of records, information, and knowledge.
- To provide leadership training, mentoring and other resources for Chapter leaders in the Region.
- To enable effective communication between association members and ARMA International's staff and Board of Directors.

ARTICLE III - FISCAL YEAR

The fiscal year of this Region shall be July 1 through June 30.

ARTICLE IV - MEMBERS

Sec. 1: Membership. There are no individual members of the region. ARMA International members who are members of the chapters represented by the region participate in activities sponsored by the Region Advisory Board.

Sec. 2: Place. All meetings of the Region shall be held at such place within or without the State of Kansas as determined by the Region Advisory Board or by the designated representative of ARMA International.

Sec. 3: Annual and Special Meetings. The annual meeting of the Region Advisory Board shall be held annually during attendance at the Region Leadership Conference. Special meetings of the Region Advisory Board may be called at any time by the Region Director, the Region Advisory Board, or by the designated representative of ARMA International.

Sec. 4: Notice of Meetings, Annual or Special. Written notice of annual or special meetings shall state the place, date and hour of such meeting, and, in the case of a special meeting, the purpose or purposes of such meeting. Written notice of all meetings shall be distributed by electronic mail to the Region Advisory Board and the designated representative of ARMA International not less than ten (10) days prior to the meeting.

Sec. 5: Action by Consent. Any action required to be taken by the Region Advisory Board or ARMA International may be taken without a meeting if the action is approved in writing by the Region Advisory Board and/or the designated representative of ARMA International.
ARTICLE V - OFFICERS

Sec. 1: Officers. The officers of the Region Advisory Board shall be: A Region Director and 3 Chapter Advisors, one of whom shall also serve as Region Treasurer, unless the Region Director appoints a separate person to serve as Treasurer as set forth in Article V, Section 4.C. and Article VI, Section 3. of these bylaws.

Sec. 2: Term of Office. The Region Director and Chapter Advisors shall serve for terms of two years and may be selected for a maximum of two consecutive full terms in each office.

Sec. 3: Vacancy in Office. In case of a vacancy in the office of the Region Director, the designated representative of ARMA International shall appoint one of the Region Advisors to assume the duties of Region Director in addition to those of Region Advisor. A vacancy in any other office shall be filled by appointment by the Region Director, with approval of the designated representative of ARMA International, for the balance of the unexpired term.

Sec. 4: Duties of Officers. The officers shall perform their duties as outlined in these Bylaws and in the ARMA International Chapter Operations e-Handbook.

A. Region Director. The Region Director is responsible for all Chapter Advisor activities, and subject to the discretion of the ARMA International Board of Directors, has general supervision, direction and direct control of the day-to-day business of the Region Duties & Responsibilities. The Region Director acts as the principal liaison for Region team to ARMA International Headquarters and Chapters. Specific duties and responsibilities of the Region Director are outlined in the Chapter Operations e-Handbook under Region Resources / Region Duties & Responsibilities.

The Region Director shall have such other powers and perform such other duties as from time to time may be prescribed by the ARMA International Board of Directors or the designated representative of ARMA International.

B. Chapter Advisor. The Region Director shall appoint three (3) Chapter Advisors with primary responsibility to provide assistance and direction within specific functional areas as designated below to the related chapter board positions within each chapter of the region.

- Chapter Advisor of Marketing & Communications
- Chapter Advisor of Education & Programming
- Chapter Advisor of Operations

Specific duties and responsibilities of the Chapter Advisor are outlined in the Chapter Operations e-Handbook under Region Resources / Region Duties & Responsibilities.

The Chapter Advisor shall have such other powers and perform such other duties as from time to time may be prescribed by the Region Director or the designated representative of ARMA International.
C. Region Treasurer. If appointed, the Region Treasurer will have general powers and duties commensurate with the office and have primary responsibility for managing all funds under the control of the Region Advisory Board: The Region Treasurer will:

- Be responsible for advising the Region Director regarding all financial matters affecting the Region.
- Be responsible for monitoring and causing appropriate audits of the receipt, deposit and disbursement of Region funds.
- Perform such other duties as may be assigned by the Region Director.
- Have such other powers and perform such other duties as may be prescribed by the Region Advisory Board or these Bylaws.

ARTICLE VI - SELECTION OF OFFICERS

Sec. 1: Region Director. The Region Director shall be selected by, and serve at the pleasure of ARMA International. The Region Director must meet the minimum qualifications set forth in the Chapter Operations e-Handbook under Region Resources/Region Duties & Responsibilities. The Region Director must be a Professional Member in good standing of both ARMA International and an active Chapter within the Region. The Region Director must reside within the geographic boundary of the Region.

Sec. 2: Chapter Advisors. The Region Director shall appoint the Chapter Advisors, who shall serve at the pleasure of the Region Director. Each Chapter Advisor must meet the minimum qualifications for the position as set forth in the Chapter Operations e-Handbook under Region Resources/Region Duties & Responsibilities. Each Chapter Advisor must be a Professional Member in good standing of both ARMA International and an active Chapter within the Region. Each Chapter Advisor must reside within the geographic boundary of the Region.

Sec. 3: Region Treasurer. The Region Director, with the approval of the designated representative of ARMA International and the Region Advisory Board, may appoint a Region Treasurer. The Region Treasurer must be a Professional Member in good standing of both ARMA International and an active Chapter within the Region. Each Chapter Advisor must reside within the geographic boundary of the Region. The Region Treasurer serves at the pleasure of the Region Director and may be removed by the Region Director or the designated representative of ARMA International for cause.

ARTICLE VII - REGION ADVISORY BOARD

Sec. 1: Composition. The property, business and affairs of the Region shall be controlled and managed by the Region Advisory Board. The Region Advisory Board shall be composed of the Region Director, the Chapter Advisors, and the appointed Region Treasurer (if applicable).

Sec. 2: Place of Meetings. Regular and special meetings of the Region Advisory Board shall be held at any place within or without the State of Kansas designated by action of the Region Director.
Sec. 3: Regular Meetings. There may be meetings of the Region Advisory Board in accordance with the Region's approved Calendar of Events.

A. Annual Meeting. The Annual Meeting of the Region Advisory Board shall be held to receive reports of all current officers and committees, and to transact such other business as may properly come before the Region Advisory Board. The Annual Meeting shall be a regular meeting held during attendance at the annual Region Leadership Conference.

B. Agenda. The agenda of all regular meetings of the Region Advisory Board shall be determined by the Region Director.

Sec. 4: Quorum. A simple majority of full Region Advisory Board shall be necessary to constitute a quorum for the transaction of business.

Sec. 5: Action by Consent. Any action required to be taken by the Region Advisory Board may be taken without a meeting if the action is approved in writing by the Region Advisory Board or its appointed committee.

Sec. 6: Meetings by Telecommunications. The Region Advisory Board or any committee may participate in meetings of the Region Advisory Board by means of conference telephone or similar communications channel, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute present in person at the meeting.

Sec. 7: Adjournment. A majority of the Region Advisory Board present may adjourn any meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the Region Advisory Board.

Sec. 8: Votes and Voting. All votes required of the Region Advisory Board can be made by a show of hands, voice vote on a telephone call, or via electronic mail communication unless a written ballot or roll call is requested by any member of the Region Advisory Board. Each member of the Region Advisory Board shall have one vote.

ARTICLE VIII - COMMITTEES

Committees may be appointed as deemed necessary by the Region Advisory Board.

ARTICLE IX - PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of the Region in all cases not provided for in these Bylaws or the current Region Policies and Procedures.
ARTICLE X - INDEMNIFICATION OF REGION ADVISORY BOARD

Each Region Officer now or hereinafter serving as such, shall be indemnified by ARMA International against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such officer, or by reason of any action alleged to have been taken, omitted or neglected by him or her as such officer; and ARMA International shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with such claim or liability, provided however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of his or her own willful misconduct or gross negligence. The amount paid to any officer by way of indemnification shall not exceed his or her actual, reasonable and necessary expenses incurred in connection with the matter involved. The right of indemnification herein above provided shall not be exclusive of any other rights any such officer may have.

ARTICLE XI - AMENDMENT

These Bylaws may be amended at any meeting of the Region Advisory Board, only with the approval of designated representative of ARMA International.

ARTICLE XII - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Corporation Law of Kansas, under the provisions of the Region Articles of Incorporation or the Bylaws of the Region Corporation, a waiver hereof in writing, signed by the person or persons entitled to such notices, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII - DISSOLUTION

Upon dissolution of the Region, the Region Advisory Board shall, after paying or making provision for the payment of all the liabilities of the Region, dispose of all the assets of the Region, the region chapters or ARMA International Headquarters of the kind described in Section 170(b)(1)(A) of the Internal Revenue Code, and the regulations promulgated thereunder, as both now exist or may hereafter be amended, as the Region Advisory Board shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Region is then located.

Revised April 18, 2017 (Approval of ARMA International Pending)

David Fleming, Region Director, Pacific Region of ARMA International

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