

# Florida Records Management Association

## BYLAWS

### Table of Contents

Article I: Names and Objectives.....	1
Article II: Membership.....	2
Article III: Dues and Fees.....	3
Article <u>IV</u> : Meetings.....	4
Article V: Executive Board	
A. Authority and Accountability.....	5
B. Duties.....	7
C. Elections.....	10
D. Indemnification.....	12
Article VI: Committees.....	13
Article VII: Records of the Association.....	14
Article VIII: Amendments.....	14

## 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 official colors of the Association shall be gold, black, and white. The official logo of the Association shall contain the letters "FRMA" and a representation of the State of Florida.

### Section 3:

The objectives of the Association are to promote cooperation and the exchange of information among individuals and agencies interested in Florida 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 Florida government records and information management; to foster and promote a better understanding of Florida Statutes, regulations, and Florida's Public Records Laws; to cooperate with local, state, regional, national, and international records management organizations, to encourage the continuous exchange of information among Florida government archives and records management agencies to improve their programs and services; to promote education and training in Florida government records and information management; and to promote the effective and efficient use of new technologies to manage information.

### Section 4:

The Association is organized as a not-for-profit organization under Section 501(c)(3) of the Internal Revenue Code (IRC). The Association is organized for the education, improvement, and advancement of records and information management in state, county, and local agencies as well as the judicial branch of the State of Florida. Contributions to the Association are not tax-deductible.

### Section 5:

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 (IRC) or the corresponding provision of any future United States Internal Revenue Law. The fiscal year of the Association (per IRS rules) shall be July 1 through June 30.

## Section 6:

No part of the earnings of the Association 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 7:

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 Section 501(c)(3) of the Internal Revenue Code (IRC) or corresponding sections of any prior or future Internal Revenue Code, or federal, state, or local government for exclusive public purposes, and which also promote records and information management education.

## ARTICLE II: MEMBERSHIP

### Section 1:

Membership in the Association shall consist of the following categories: Individual, Emeritus and Honorary. For membership to remain in good standing, all current dues must be paid, except for Honorary which has no dues assigned.

### Section 2:

**Individual Membership;** shall be open to employees of Florida public (governmental) agencies, institutions, and organizations. Each Individual Member shall have the right to nominate individual members for election to the Board, cast one (1) vote in Association elections, hold elective office or appointive position, receive member rates at Association activities, and receive publications of the Association.

### Section 3:

When an Individual Member is no longer employed at a Florida public (governmental) agency, institution, or organization and their dues have been paid by their employer, their membership shall be terminated the following month. Their membership may be transferred to another agency employee for the remainder of the membership year, if the agency so chooses. If the Individual Member paid their own membership dues, their membership shall continue through the end of the current membership year. Such member could only continue membership after that time if again employed at a Florida public (governmental) agency, institution, or organization or retired as set forth in Section 4 below

All membership dues are nonrefundable, and are forfeited if membership is terminated.

## Section 4:

**Emeritus Membership;** shall be open to retired employees from Florida public (governmental) agencies, institutions, and organizations who were members of the Association prior to retirement. Each Emeritus Member shall have the right to participate in all FRMA activities, cast one (1) vote in Association elections, pay member rates at Association activities, and receive publications of the Association. Membership fee shall not exceed \$50.00

## Section 5:

### Honorary Membership

From time to time the Association may grant Honorary Membership to persons who have performed outstanding service to the Association.

Any member may nominate persons to be so recognized.

The Board of Directors may select Honorary Members from those nominated at a regular Board meeting prior to the Annual Conference.

No more than two honorary members may be selected in any year.

The Board of Directors is not obligated to select any Honorary Member in any year.

Honorary Members shall be recognized with appropriate ceremony and presentations at the Annual Meeting of the members, if in attendance.

Honorary Members shall not be required to pay membership dues and shall not be listed as an Individual or Emeritus member. A listing of Honorary Members shall be maintained by the Director of Membership.

Honorary Members shall not vote or hold office in the Association.

Honorary Members may attend the Annual Conference of the Association, as well as any other conference or seminar sponsored by the Association upon payment of the registration fee. Honorary Members shall be responsible for their own travel and lodging costs for said conferences and seminars.

## Section 6:

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

## Section 7;

Any person that is in business to provide services, materials, software, hardware or any other item for the advancement of the profession of Records Management may attend the Annual Conference by paying the fee designated for vendors. The vendor attending may choose to set up a display, but if said vendor chooses not to set up a display must still pay the vendor fee in order to attend.

## **ARTICLE III: DUES AND FEES**

### Section 1:

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

### Section 2:

The Board shall review membership dues annually by June, and determine the membership dues rate schedule no later than June 30<sup>th</sup> for the subsequent membership year. Increases in membership dues shall not exceed 25% in any one year.

### Section 3:

If membership dues are not received or postmarked by the established deadline June 1<sup>st</sup>, the individual member shall be considered a nonmember, the individual's FCRM status shall be revoked, and any continuing education credits earned shall be forfeited.

If membership dues are not received or postmarked by the established deadline, June 1<sup>st</sup>, the Emeritus member shall be considered a nonmember, the individual's FCRM status may be revoked, and any continuing education credits earned may be forfeited.

Membership can be reinstated by paying membership dues plus a reinstatement fee; however, any FCRM certification and/or continuing education credits that were lost may not be reinstated.

### Section 4:

Additional fees may be imposed as needed in conjunction with the Florida Certified Records Management Program.

## **ARTICLE IV: MEETINGS**

### Section 1:

The Board shall meet a minimum of four (4) times per fiscal year to conduct the business of the Association, once at the Annual Business Meeting and as deemed necessary by the President or at the request of three (3) members of the Board. Board members shall attend all regular and called meetings of the Association and Board. The Board may choose to meet in person or by remote means such as conference calls, computer conferencing, or other appropriate media as technology evolves. Participation by remote means shall not be counted as an absence if a majority of the Board is in agreement and appropriate arrangements have been made beforehand. 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. Six (6) or more members constitute a quorum on this ten (10) member Board.

#### Section 2:

The Annual Business Meeting of the Association shall be held for 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 60 days prior to the date of the meeting.

In the event of a cancellation of FRMA's Annual Conference, the Board may choose to hold the Annual Business Meeting by remote means such as conference call, computer conferencing, or other appropriate media as technology evolves.

#### 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 try 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 but not be limited to the following:

- a. Call to Order
- b. Roll Call
- c. Approval of Minutes
- d. President's Report
- e. Treasurer's Report
- f. Board Reports
- g. Committee Reports
- h. Unfinished Business
- i. New Business
- j. Adjournment

#### Section 6:

**Robert's Rules of Order, Newly Revised** shall be the parliamentary authority for the conduct of all Association, Board, and committee meetings. In the event a conflict exists between said parliamentary authority and the Bylaws of the Association or the Articles of Incorporation, the Bylaws or Articles of Incorporation shall assume precedence. The most current edition published or endorsed by the Robert's Rules Association shall supersede any prior editions. Robert's Rules of Order, upon majority vote of those present, can be suspended at any Board or committee meeting.

## **ARTICLE V: EXECUTIVE BOARD**

### **A. Authority and Accountability**

#### **Section 1:**

The Board shall consist of the following officers elected by the membership: President, President-Elect, 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 2:**

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 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:**

The President, President-Elect, and Treasurer shall be bonded at the expense of the Association, and shall serve as authorized signers on all Association bank accounts and all financial documents.

#### **Section 5:**

Less than a majority of the voting Board shall be comprised of employees of the same office, department, or public (governmental) agency or entity or members of Emeritus status. No more than three (3) Board members shall belong to the same agency and serve on the Board at any one time.

#### **Section 6:**

The President and the President-Elect of the Board shall not serve more than two (2) consecutive terms in the same office. All additional members of the Board can be re-nominated and re-elected by the membership after each respective term has expired.

#### **Section 7:**

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

#### Section 8:

If a Board member is absent without cause from two (2) Board meetings, a vacancy shall be considered to exist and a successor appointed. Absent without cause is defined as:

- a. Not providing advance notice to the President, or
- b. Not providing notice to the President as soon as reasonably possible due to dire or unforeseen circumstances, or
- c. The reason for the absence is unwarranted.

An officer or Board member may be removed from office for dereliction of duty, abandonment of the office, failure to abide by the terms of the Performance Contract specified in the *Duties & Responsibilities of the Executive Board Members* document, misfeasance or malfeasance regarding Association policies or funds, conviction of a felony, or any act deemed illegal or morally reprehensible.

#### Section 9:

When an officer or Board Member is no longer employed at a public (governmental) agency, institution, or organization and their dues have been paid by their employer, their membership shall be terminated the following month. Their membership may be transferred to another agency employee for the remainder of the membership year, if the agency so chooses. If a Board member is no longer a member of the Association, a vacancy shall be considered to exist and a successor appointed.

When an officer or Board Member is no longer employed at a public (governmental) agency, institution, or organization, and they have paid their own membership dues, their membership shall continue through the end of the current membership year. Such member could only continue membership after that time if again employed at a public (governmental) agency, institution, or organization or selected Emeritus membership status. If the term of office extends beyond the membership year and the officer or Board Member is not a member of the association, a vacancy shall be considered to exist and a successor appointed.

All membership dues are nonrefundable, and are forfeited if membership is terminated.

#### Section 10:

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 & Responsibilities of the Executive 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 serve as an ex-officio member of all committees, except the Nominating Committee. The President shall perform 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 President-Elect, who shall serve as Interim President until the expiration of the term of the President. The Interim President shall call an emergency meeting of the Board, who shall elect an Interim President-Elect to serve until the next Annual Business Meeting of the Association.

The President shall serve a two-year term.

### Section 2:

The President-Elect shall preside at all meetings of the Board and Association, in the absence of or at the request of the President, coordinate elections of the Association, and oversee the Membership Committee and Nominating Committees. The President-Elect shall perform other duties as assigned by the President and the Board.

The President-Elect shall serve a two-year term. Election for the office of President-Elect shall occur every odd-numbered year.

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

### Section 3:

If the President is required to leave office, and the President-Elect is unable to assume the duties of the office, the Secretary of the Board shall call an emergency meeting where the remaining members of the Board shall appoint an Interim President and President-Elect.

### Section 4:

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 appointments can be made, or until the next Annual Business Meeting of the Association.

#### Section 5:

The Secretary shall keep a record of all proceedings of the Association and the Board, and issue all notices as required by the Bylaws or as required by law. The Secretary shall perform other duties as 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 6:

The Treasurer shall provide safekeeping of Association funds; maintain adequate financial records; deposit all monies with an insured financial institution in the name of the Association; collect dues; and render quarterly, annual, and other financial reports as requested. The Treasurer shall disburse all monies by numbered checks, credit or debit card or electronic funds transfer. The Treasurer shall perform other duties as assigned by the President and the Board.

The Treasurer shall serve a two-year term. Election for the office of Treasurer shall occur every even-numbered year.

#### Section 7:

The Director of Administration shall perform an annual review of the Bylaws and the *Duties & Responsibilities of the Executive Board Members* document, as well as all operating procedures; preserve the records of the Association; supervise an annual audit and any special audits; and oversee the Legal Committee and the Audit Committee. The Director of Administration shall perform other duties as assigned by the President and the Board.

The Director of Administration shall serve a two-year term. Election for the office of Director of Administration shall occur every odd-numbered year.

#### Section 8:

The Director of Membership shall maintain current membership records and initiate recruitment efforts. The Director of Membership shall perform other duties as assigned by the President and the Board.

The Director of Membership shall serve a two-year term. Election for the office of Director of Membership shall occur every odd-numbered year.

#### Section 9:

The Director of Conference Programs shall coordinate and plan the program and accommodations for the Annual Conference and special conferences, and oversee the Annual Conference Program Committee, the Hospitality Committee, and any special conference committee. The Director of Conference Programs shall perform other duties as assigned by the President and the Board.

The Director of Conference Programs shall serve a two-year term. Election for the office of Director of Conference Programs shall occur every even-numbered year.

#### Section 10:

The Director of Public Relations shall maintain the Web site, coordinate sponsors and vendors, and oversee the Public Relations – Sponsor Committee and the Web Master. The Director of Public Relations shall perform other duties as assigned by the President and the Board.

The Director of Public Relations shall serve a two-year- term. Election for the office of Director of Public Relations shall occur every even-numbered year.

#### Section 11:

The Director of Education shall coordinate the educational activities of the organization, including, but not limited to, coordinating, contacting, and scheduling speakers at the annual conferences and other scheduled events as required ; negotiating contracts with educational institutions on behalf of the Board; determining the eligibility of courses and instructors; and coordinating disbursement of FCRM certification certificates, continuing education units, and other educational achievements. The Director of Education shall serve as chairman of the Education Committee. The Director of Education shall perform other duties as assigned by the President and the Board.

There shall be a Florida Certified Records Manager (FCRM)certification program under the direction of the Director of Education.

A. The FCRM/Education Committee shall be responsible for all aspects of the certification program, including, but not limited to:

1. Course content
2. Testing requirements
3. Testing fees
4. Required hours for initial certification.
5. Required hours to maintain certification.
6. Maintenance of transcripts.
7. Issuance of certificates of certification and recertification.
8. Revocation and reinstatement of certification.

B. The Education Committee shall consist of the Director of Education, the Immediate Past-President and not less than three or more than five FCRM certified members At-Large appointed jointly by the Director of Education and the President.

1. The FCRM/Education Committee may choose to contract with an Institute of Government or a similar department of a public or private institution of higher education for the purpose of maintaining certification standards in line with other certifications offered to public employees in the State of Florida.
2. The FRCM certification is only available to FRMA members in good standing who maintain continuous membership. A lapse in membership may cause the certification to be withdrawn, and upon renewal of membership, the member may be required to begin the certification process again, without credit for any prior courses taken or examinations

completed.

3. The Education Committee shall have the authority to consider extenuating circumstances that would affect the certification or recertification of any member. The Education Committee may choose to refer the issue to the Board of Directors for a final decision.

The Director of Education shall serve a two-year term. Election for the office of Director of Education shall occur every odd-numbered year.

## 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 their tenure on the Committee.

- a. Nominations shall be solicited from the members by sending out Election Nominating Forms to the membership.
- b. Sufficient time shall be allowed for members to submit nominations.
- c. Members may nominate themselves.
- d. 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.
- e. Any member nominated has the right to decline nomination.
- f. Nominations shall be submitted to the Chairman of the Nominating Committee.
- g. Nominees shall be sent a copy of the Duties & Responsibilities of the Executive Board Members document.

### Section 2:

The Nominating Committee shall consider candidates for the offices of President-Elect, Secretary, Treasurer, and five (5) Directors, as appropriate for each election. Election for officers shall be held annually for a portion of the Board: In odd years, officers up for reelection shall be the President-Elect, Secretary, Director of Administration, Director of Membership, and Director of Education; in even years, officers up for reelection shall be the 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 sent to the membership at least 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 telephone call.

In the event of a tie, the election shall be determined by a single coin toss at the Annual Business Meeting.

#### Section 5:

If 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 necessary, the responsibilities of the vacant office may be assigned to one or more of the remaining officers until 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 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. Newly elected officers shall receive, sign, and return to the Director of Administration a copy of the Contract for Performance of Duties as specified in the *Duties & Responsibilities of the Executive Board Members* document within 30 days after adjournment of the Annual Conference. Failure to return said document shall be assumed to be resignation from the office.

Retiring officers shall transfer all FRMA records related to their term of service on the Board to their newly elected successors at the special Board Meeting held 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 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**

### **Section 1:**

The Standing Committees of the Association shall be:

- a. Audit Committee
- b. Legal Committee
- c. Nominating 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 chairman of each Standing Committee, 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: RECORDS OF THE ASSOCIATION**

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 necessary 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 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 amendment necessary to the efficient management of the Association, or to handle a time critical issue (“interim amendment”).
  - i. The Board shall notify members of the interim amendment(s) by mail or e-mail and shall immediately post the interim amendment(s) on the FRMA Web site for member review and comment.
  - ii. All member comments shall be reviewed by the Board within seven (7) days of notification to members; 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. Notice of such interim amendments shall be sent to the membership at least 30 days before the Annual Business Meeting and shall include the reason for such amendments.
  - iv. If the interim amendment is approved by the Board within 30 days of the Annual Business Meeting, the interim amendment will be presented to the membership 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 in electronic form 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 May 22, 2025