

KC-DAMA Bylaws

Bylaws of The Data Management Association International - Kansas City Chapter

Membership

ARTICLE I Name and Location

Sec. 1. NAME. The name of this Corporation is The Data Management Association International - Kansas City Chapter, and is referred to herein as the Association.

Sec. 2. ORGANIZED. The Association is organized under Kansas law (K.S.A. 17-6002) as a domestic not-for-profit corporation and under federal law as a 501(c) (6) not-for-profit corporation, exempt from federal income tax.

Sec. 3. OFFICE. The Association may have one (1) or more offices within or without the State of Kansas as the Board of Directors may from time to time determine.

ARTICLE II Purposes and Definitions

Sec. 1. PURPOSES. The Association is a professional organization dedicated to advancing the concepts and practices of enterprise information resource management (IRM) and/or data resource management (DRM).

- A. The Association's primary purpose is to promote the understanding, development and practice of managing data, information and knowledge as key enterprise assets.
- B. The Association is dedicated to furthering the understanding of the field of data administration and information resource management by providing educational opportunities and supporting an open forum addressing issues related to this field.

Sec. 2. AFFILIATION. The Association recognizes affiliation with the DAMA International Organization; and supports the DAMA International mission, goals and bylaws.

ARTICLE III

Sec. 1. CLASSES. The classes of membership, and the qualifications and rights of each class are as follows:

- A. INDIVIDUAL MEMBER. Any dues-paid professional whose work emphasis is in data or image management shall be eligible for Individual membership. All members of the Board of Directors are considered Individual Members and will not be charged dues during their period of service. An Individual Member shall have full voting rights and shall be entitled to one (1) vote on each matter submitted to a vote of the members. This membership shall not be transferable.
- B. SPECIAL MEMBERS. The Board of Directors, at its discretion, shall establish dues, qualifications and rights of Honorary, Emeritus, Retired, Unemployed, Student and Associate Members. Such members shall have no voting rights.
- C. CORPORATE MEMBER. Corporate memberships can only be granted to Corporations that have paid the fee for the Corporate Transfer Option. Those Corporation may then provide for dues-paid Corporate memberships for its employees and full-time contractors whose professional work emphasis is in data or image management. Each individual Corporate Member must be named, shall have full voting rights, and shall be entitled to one (1) vote on each matter submitted to a vote of the members. Such individuals' corporate memberships shall not be transferable outside the Corporation, but may be transferred to different named members within the Corporation at any time during the year.

Sec. 2. APPLICATION FOR MEMBERSHIP. All applicants for membership shall provide their name, company name, (optional) job title and e-mail address with their online payment. In lieu of payment online, the applicant can provide payment in person at a club meeting, or by mailing a check to the Treasurer. In addition, companies purchasing corporate or individual memberships may request an invoice from the Treasurer, that they can then use to process their payment either online or by check. The Vice-President of Membership shall provide a website link to the KC-DAMA Code of Ethics that all members must abide by upon payment.

Sec. 3. ADMISSION OF MEMBERS. Admission of all applicants for membership shall be by completion of payment of annual membership fee and by providing their name, company name, (optional) job title and e-mail address to the Vice-President of Membership.

KC-DAMA Bylaws

Sec. 4. RESIGNATION. Membership in the Association may terminate by voluntary withdrawal. All rights, privileges, and interests of a member in or to the Association shall cease on the termination of membership and notice shall be presented to the Board of Directors.

Sec. 5. SUSPENSION AND EXPULSION. The membership of any member who fails to pay renewal dues at the beginning of the new membership year will not have their membership automatically renewed. Written notice of the new membership year and membership fee coming due, is sent out by the board around the 1st of April of each year. That e-mail communication will define when payment of dues is required in order for a member to continue participation in club activities. Any membership also may be suspended or terminated for cause. As used herein, the term cause shall mean a violation of the Bylaws or a violation of any lawful rule or practice duly and legally adopted by the Board of Directors and/or the members of the Association or any other conduct prejudicial to the interest of the Association. Members shall be given written notice by e-mail of the proposed suspension or termination for cause and shall have the opportunity to appear before the Board of Directors at its next regular meeting following notice, by video conference, to present any defense to such charges before action is taken by the Board of Directors. Such suspension or termination shall only be effective upon the affirmative vote of two-thirds (2/3rds) of the members of the Board of Directors.

ARTICLE IV Dues

The Board of Directors shall establish the amount of member dues and other assessments and rules governing the payment of dues and other assessments. The Board of Directors may from time to time amend the dues and other assessment amounts and payment rules, including prorating dues.

ARTICLE V Meetings of Members and Voting

Sec. 1. ANNUAL AND REGULAR MEETINGS. The Annual Meeting and all regular meetings are to be held at such time(s) and place(s), either within or without the State of Kansas, as shall be approved by the Board of Directors. Failure to hold the Annual Meeting at the designated time shall not work a forfeiture or dissolution of the Corporation.

Sec. 2. SPECIAL MEETINGS. Special meetings of the members may be called by the Board of Directors

at any time or shall be called by the President within 30 days after receipt of a written request by ten (10) voting members.

Sec. 3. NOTICE OF MEETINGS. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than five (5) or more than thirty (30) days before the date of the meeting, either personally or by mail or e-mail, or at the direction of the President or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Association with postage thereon prepaid.

Sec. 4. QUORUM OF MEMBERS. At regular or special meetings of the members, a quorum shall consist of those members present.

Sec. 5. RULES OF ORDER. The meetings and proceedings of the Association shall be regulated and controlled by Roberts Rules of Order (revised) for parliamentary procedure, except as may be otherwise provided by the Bylaws or by law.

Sec. 6. PROXIES. A voting member may vote either in person or by proxy executed in writing and signed by the member or by his authorized attorney-in-fact and submitted by mail. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

Sec. 7. MAIL OR E-MAIL BALLOTS. In all matters to be brought before the membership for a vote, the vote may be taken by mail or e-mail ballot in lieu of a formal meeting, provided that the ballots and a description of the matter(s) to be voted on are furnished to the members entitled to vote at least two weeks (fourteen days) prior to the return deadline for the mail or e-mail ballots. If a clear majority is attained earlier, the voting process may conclude at that time. The Secretary shall file a tabulation of the results of all of the ballots with the minutes of the meetings of the membership.

ARTICLE VI Board of Directors

Sec. 1. AUTHORITY. The Board of Directors shall have supervision, control and direction over the property, business and affairs of the Association and shall determine its policies or changes therein within the limits of the Bylaws. It may adopt such rules and regulations for the conduct of its business as shall be

KC-DAMA Bylaws

deemed advisable and may in the execution of the power granted appoint such agents as it may consider necessary.

Sec. 2. COMPOSITION. The Board of Directors shall be composed of the current chapter Officers, and the Immediate Past President.

Sec. 3. VACANCIES. Any vacancies occurring on the Board of Directors shall filled by a special election of the remaining members of the Board of Directors by a two-thirds vote.

Sec. 4. MANNER OF ELECTION AND TERM. Officers and non-officer directors shall be elected biannually or once every two years, with one half (1/2) of the officers up for reelection each year. This will be done by a ballot, mail or e-mail vote of the members, with terms commencing on April 1st of the year they are up for reelection.

Sec. 5. QUORUM OF THE BOARD. At any meeting of the Board of Directors, a majority shall constitute a quorum for the transaction of business of the Association. Meetings of the Board of Directors will be called by the President at least four (4) times each year. The act of the majority of directors' present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Sec. 6. LOCATION OF DIRECTOR MEETINGS. All regular or special meetings of the Board of Directors shall be held at any place within or without the State of Kansas, as may be designated by the Board of Directors or by written consent of the members thereof.

Sec. 7. DATE OF DIRECTOR MEETINGS. Regular meetings of the Board of Directors shall be held as frequently at such time and place as may from time to time be determined by the Board of Directors. Special meetings of the Board of Directors may be held at any time upon call of the President or any other officer of the Association.

Sec. 8. NOTICE OF DIRECTOR MEETINGS. Notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than five (5) days before the date of the meeting. Notification will be either personally, by phone, by e-mail or by mail at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United

States mail addressed to the member at his address as it appears on the records of the Association with postage thereon prepaid.

Sec. 9. WAIVER OF NOTICE. Attendance of a director at any meeting shall constitute a waiver of notice, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Sec. 10. MEETING BY CONFERENCE CALL. The Board of Directors or any committee designated by the Board of Directors may facilitate interaction through participation in teleconferences, videoconferencing, electronic mail groups or others means that enable the member to respond and contribute. Participation in a meeting in this manner shall constitute presence in person at the meeting.

Sec. 11. ACTION BY UNANIMOUS CONSENT. Any action which is required to be or may be taken at a meeting of the directors, or of the Executive Committee or any other committee of the directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the Board of Directors or of the committee. The consents shall have the same force and effect as a unanimous vote at a meeting duly held and may be stated as such in any certificate or document. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committees.

ARTICLE VII Officers

Sec. 1. POSITIONS. The officers of the Association, all of whom shall be Individual Members, shall be a President, Immediate Past President, a Vice-President Programs, a Vice-President Event Planning, a Vice-President Communication, a Vice-President Online Services, a Vice-President Social Media, a Vice-President Membership, a Vice-President of Member Socials, a Vice-President of Vendor Management, a Vice-President of DAMA-I Liaison, a Vice-President of Marketing & Membership Recruitment, a Secretary, and a Treasurer. All officers shall be members of the Board of Directors. No two (2) or more offices may be held by the same individual unless pre-approved by a majority of the remaining members of the Board of Directors. In the event the Board of Directors determines an additional officer position to be needed, such position can be temporarily created by approval of at least two-thirds (2/3) of the membership of the Board of Directors. Such temporary position can be made permanent by being added to the Bylaws and approved by the membership

KC-DAMA Bylaws

within one (1) year. Otherwise, the temporary position is to be eliminated. Only permanent positions have voting rights on the Board of Directors. Furthermore, officers that are retiring from their position may choose to remain on the Board of Directors for up to one year to facilitate cross training of the new title holder. Their title becomes “Past (previous title)”. For example, Past Treasurer, Past VP of Programs etc. These past positions must commit to facilitating training to maintain membership status and voting privileges and should inform the board when they are no longer fulfilling that role.

Sec. 2. **PRESIDENT.** The President shall serve as Chairman of the Board of Directors. He/she shall also serve as a member, ex-officio, with right to vote, on all committees except the Nominating Committee. He/she shall make or assign all required appointments of standing and special committees with the approval of the Board of Directors. Meetings of the Board of Directors will be called by the President at least four (4) times each year, with the recommendation that these meetings will be called with more frequency to facilitate event planning. Once a month is a suggested frequency. Creating board meeting agenda’s and following up on tasks assigned to individual officers falls within the role of the President. The President shall perform such other duties as are necessarily incident to the office or as may be presented by the Board of Directors.

Sec. 3. **IMMEDIATE PAST PRESIDENT.** The Immediate Past President shall perform the duties of the President in the event the President is unable to serve. The Immediate Past President maintains membership and voting privileges.

Sec. 4. **VICE-PRESIDENT PROGRAMS.** The Vice-President Programs shall coordinate all programming of the Association with the exception of Member Socials. Specifically, the Vice-President of Programs will be responsible for booking speakers and working with our event venue to initially reserve a date for that speaker at that event location. This includes making sure the speaker has hotel, airport and transportation information along with planning an agenda for the meeting. The Vice-President of Programs will be responsible for receiving any presentation materials and working with the Vice-President Online Services to get this published and/or printing hard copies to handout. The Vice-President Programs is also responsible for working with the Vice-President Event Planning to coordinate food and beverage at the event. Finally, the Vice-President Programs will be responsible for coordinating any

lunches or dinners with the speaker.

Sec. 5. **VICE-PRESIDENT EVENT PLANNING.** The Vice-President Event Planning, shall coordinate food and beverage planning for all programming events, with the exception of member socials, throughout the year. Furthermore, the Vice-President Event Planning will work with the planned venue to finalize room bookings, provide room layout planning, audio and visual equipment use, and any food and beverages booked through the venue. Finally, the Vice-President Event Planning is responsible for planning any additional food or beverage needs from outside vendors.

Sec. 6. **VICE-PRESIDENT COMMUNICATION.** The Vice-President Communication shall coordinate the Association’s internal and external communications with the exception of the website and social media site(s).

Sec. 7. **VICE-PRESIDENT ONLINE SERVICES.** The Vice-President Online Services shall coordinate with the Vice-President Communication and Vice-President Social Media to maintain the Association’s website.

Sec. 8. **VICE-PRESIDENT SOCIAL MEDIA.** The Vice-President Social Media shall coordinate with the Vice-President Communication and Vice-President Online Services to maintain the Association’s social media site(s).

Sec. 9. **VICE-PRESIDENT MEMBERSHIP.** The Vice-President Membership shall maintain current contact lists of members, track the RSVP’s for all meetings, verify that the individuals have a valid membership, and send out attendee specific communications about all meetings. At the meetings, the Vice-President of Membership should have a name badge for all attendees, collect any dues as needed, and check everyone in for the meeting.

Sec. 10. **VICE-PRESIDENT MEMBER SOCIALS.** The Vice-President Member Socials shall coordinate all planning and booking of any member socials that are held each year, including planning the location, activity, food and drink. A minimum of 2 socials per year should be planned. Usually a summer and winter social.

Sec. 11. **VICE-PRESIDENT VENDOR MANAGEMENT.** The Vice-President Vendor Management shall coordinate and book the vendor sponsors for DAMA DAY each year. In addition, the Vice-President of Vendor Management will be responsible for planning any tables/booths that KC DAMA will sponsor at other conferences or events. Including, gathering/printing handout materials, and other swag for give away. Planning the presentation of

KC-DAMA Bylaws

the table/booth and scheduling other DAMA Members to man the table/booth. It is also the duty of the Vice-President of Vendor Management to review any requests from vendors for sponsorship and any invitation to vendor sponsored events to determine relevance to DAMA members.

Sec. 12. VICE-PRESIDENT DAMA I Liaison. The Vice-President DAMA I Liaison shall attend all DAMA International Presidents Council meetings or arrange for a substitute in case they cannot attend. The President should be the first substitute and then other board members after that. The Vice-President DAMA I Liaison is responsible for taking notes and reporting back to the Kansas City DAMA Board of Directors at the next board meeting or via e-mail and report on the happenings at DAMA International. This Liaison will work with members of DAMA International to work out any issues surrounding Central Memberships vs Chapter Memberships. The Vice-President DAMA I Liaison is also responsible for monitoring the DAMA International Web site for updates that the Kansas City Chapter should be made aware of.

Sec. 13. VICE-PRESIDENT Marketing & Membership Recruitment. The Vice-President Marketing & Membership Recruitment shall be responsible for all marketing and membership recruitment activities. This position is in charge of brainstorming and planning ideas to drive membership and then implement those ideas with approval from a majority of the Board of Directors. The Vice-President Marketing & Membership Recruitment shall utilize a host of formats to accomplish this task that could include, newsletters, social media, website announcements, “bring a friend” events, elevator speeches, club business cards, meet-ups, college recruitment events and coordinating with the Vice-President of Vendor Management when tabling at other conferences; to name just a few ideas. Although the other officers assist with these various plans and events, having a Vice-President of Marketing & Membership Recruitment will help to focus efforts in this area.

Sec. 14. TREASURER. The Treasurer shall keep an account of all monies received and expended for the use of the Association and shall make disbursements authorized by the Board of Directors. All sums received shall be deposited in the bank or banks or trust company, approved by the Board of Directors, and the Treasurer shall make a report at the annual meeting or when called upon by the President. Such duties of the Treasurer as may be specified by the Board of Directors may be delegated to the Executive

Director or a designated member of the staff.

Sec. 15. SECRETARY. The Secretary shall oversee the proper recording and distribution of the proceedings of meetings of the Association and the Board of Directors.

Sec. 16. BOARD MEMBER AT-LARGE. This position to be removed as of April 1st 2021.

Sec. 17. QUALIFICATIONS FOR OFFICE. Any Member in good standing shall be eligible for nomination and election to any elective office of the Association.

Sec. 18. MANNER OF ELECTION AND TERM. Officers and other members of the Board of Directors shall be elected biannually or once every two (2) years by a ballot, e-mail or mail vote of the members, with terms commencing on April 1st of the year they are up for reelection. Terms are two (2) years and two (2) months or until a successor is duly elected and qualified. The additional two (2) months of each year (during the months of April and May) are to ensure a smooth transition of duties through the annual DAMA Day event held in May of each year. The Immediate Past President is not an elected position, but can be appointed by the board if no actual Immediate Past President is available to hold this office. Usually a previous board member with officer experience. The Immediate Past President maintains membership and voting privileges.

In odd numbered years the following officers are up for reelection:

- Vice-President Programs
- Vice-President Online Services
- Vice-President Social Media
- Vice-President Member Socials
- Vice-President Vendor Management
- Vice-President Marketing & Membership Recruitment
- Secretary

In even numbered years the following officers are up for reelection:

- President
- Vice-President Event Planning
- Vice-President Communication
- Vice-President Membership
- Vice-President DAMA I Liaison
- Treasurer

Sec. 19. REMOVAL. Any officer elected by the members may be removed at any regular or special meeting of the Association by the affirmative vote of a majority of the total voting members.

Sec. 20. VACANCY. In case any office shall become vacant by reason of death, resignation, removal or

KC-DAMA Bylaws

otherwise, a successor will be chosen by a two-thirds vote of the remaining members of the Board of Directors. This new officer will serve out the remaining time left for that office term and will not come up for reelection until that full two (2) year term is completely served.

Sec. 21. SURETY. The Board of Directors, by resolution, may require any officer to give bond to the Association, with sufficient surety or sureties, conditions for the faithful performance of the duties of the office.

ARTICLE VIII Committees

Sec. 1. EXECUTIVE COMMITTEE. The Executive Committee shall consist of at least three (3) officers with at least one of those officers being the President, Secretary, or Treasurer. During the intervals between meetings of the Board of Directors, the Executive Committee shall possess and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Association, to the extent authorized by resolution adopted by a majority of the directors then in office. The Executive Committee shall keep a full and fair record of its transactions. All actions shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to revision and alteration by the Board of Directors, provided that no rights of third persons shall be affected by any such revision or alteration. A majority of the Executive Committee shall be necessary and sufficient to constitute a quorum. The Executive Committee may determine its rules of procedure and the notice to be given of its meetings.

Sec. 2. NOMINATING COMMITTEE. The Board shall appoint a Nominating Committee which shall consist of three (3) members; one, a current officer not up for reelection in that given year, to serve as Chairman. The Chairman then appoints the other two members of the Nominating Committee, not being officers of the Association. With the approval of the Board of Directors, the committee members shall be announced to the membership no later than the last day of January.

The Nominating Committee shall invite suggestions from the membership for those offices and directorships which are vacant or about to expire. The Nominating Committee shall then nominate candidates for the required offices and directorships of the Association as provided in these Bylaws and report such nominations to the membership no later

than the last day of February. Balloting is to be completed by, and the officer slate announced to the membership by the last day of March.

Sec. 3. BUDGET AND FINANCE COMMITTEE. The Budget and Finance Committee shall consist of the Treasurer and additional members of the Board of Directors as required, the chairman of which shall be the Treasurer. The committee shall counsel with the President on the annual budget of the Association and prepare recommendations for the Board of Directors. The committee may perform such other duties in connection with the finances for the Association as the Board may determine from time to time.

Sec. 4. PROGRAM COMMITTEE. The President shall appoint a Program Committee which shall consist of the Vice-President Programs, Vice-President Event Planning, Vice-President Member Socials and additional members as required. The Program Committee shall coordinate all programming of the association and shall perform all other duties as may be assigned to it by the Board of Directors or the Executive Committee.

Sec. 5. MEMBERSHIP OUTREACH COMMITTEE. The Membership Outreach Committee shall consist of the Vice-President Marketing & Membership Recruitment, Vice-President Membership and additional members as required. The Membership Outreach Committee shall maintain current contact lists of members and shall develop programs to recruit and retain all classes of members in the Association.

Sec. 6. OTHER COMMITTEES. The President, with the approval of the Board of Directors, the approval being by resolution adopted by a majority of directors present at a meeting at which a quorum is present, may appoint other standing or special committees of three (3) or more persons as it deems desirable and discontinue the same at the pleasure of the Board of Directors. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be assigned to it by the Board of Directors. Except as otherwise directed by the Board of Directors, the President shall appoint the Chairman of all standing or special committees from among the directors of the Association and each such Chairman shall choose the members of the Chairman's committee, who need not be directors of this Association.

ARTICLE IX Fiscal Year

The fiscal year shall all commence on the first day of January and shall end on the 31st day of December. The membership year and the leadership year shall all

KC-DAMA Bylaws

commence on the first day of April and shall end on the 31st day of March.

ARTICLE X Dissolution

Upon the dissolution of this Association, the Board of Directors shall apply and distribute the assets of the Corporation as follows:

- A. All liabilities and obligations of the Association shall be paid, satisfied and discharged or adequate provisions made therefore.
- B. Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
- C. Any remaining assets shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations, or to one (1) or more associations of persons having a common business league or similar exempt organization under section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law, as the Board of Directors shall determine.

ARTICLE XI Amendments

These bylaws may be amended at any Regular Meeting of the members upon affirmative vote of two-thirds (2/3rds) of the Members present after thirty (30) days' notice of any proposed change has been sent in writing to the Members.

ARTICLE XII Indemnification of Officers, Directors and Others

Sec. 1. INDEMNIFICATION. The Association shall indemnify to the full extent authorized or permitted by the laws of the State of Kansas as now in effect or as hereafter amended any person made or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer,

employee or agent of the Association or serves any other enterprise as such as the request of the Association.

Sec. 2. NOT EXCLUSIVE. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article XII. The foregoing right of indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, the executors and administrators of such a person.