

Institute of Certified Records Managers
Incorporated in North Carolina

Constitution and By-Laws
As amended through 18, August 2011

ARTICLE I

Name

The name of this organization shall be the Institute of Certified Records Managers (ICRM).

ARTICLE II

Mission Statement and Objectives

Vision: The Institute of Certified Records Managers (ICRM) is the certifying body for Records and Information Management (RIM) professionals, recognized and valued by every RIM practitioner and their employers world-wide.

Mission: To certify RIM professionals as CRM's and administer a certification program

The ICRM exists to develop and administer a certification program that identifies and recognizes records and information professionals. The objectives of this non-profit organization are:

1. To identify the current body of records and information management knowledge,
2. To develop and administer a program for the professional certification of records managers, including the granting of appropriate recognition, and
3. To develop and administer certification examinations in records management with complete responsibility for the scope, complexity and integrity of such examinations,
4. To develop and maintain a program for the maintenance of certification for the members of the Institute,
5. To promote the value of certification of records managers to the private sector and the various national, state and local governments, and
6. To ensure that members maintain high ethical standards.

ARTICLE III

Composition and Membership of the Institute

The Institute shall be composed of individuals who have been designated Certified Records Managers (CRM) as authorized by the Board of Regents. The Board of Regents, in addition to such duties as may be prescribed in this

Constitution and By-Laws shall act as the policymaking body and have such Officers, Regents and employees as are necessary to accomplish its objectives.

ARTICLE IV Certification

Section 1 – Qualifications

- A. Applicants who properly demonstrate achievement of a four-year (bachelor's) degree from an accredited institution of higher education must also demonstrate one year of professional Records and Information Management (RIM) experience.
- B. Alternatively, one year of professional Records and Information Management (RIM) experience could be substituted for each year of college education.

Section 2 – Examination

A Candidate for certification must satisfactorily pass the Certified Records Manager Examination as administered by the ICRM within such time limits as may be established by the Board of Regents.

Section 3 – Maintaining Certification as a CRM

To remain a member of the ICRM in good standing, and thereby authorized to use the professional designation "CRM", a person who is certified must meet the requirements, if any, set forth by the Board of Regents, including the payment of any fees. The Board may, by two-thirds vote of the Regents present and voting, revoke the certification and the membership of any member of the ICRM that the Board determines is not in good standing.

ARTICLE V Finances

Section 1 – Fiscal Year

The fiscal year of the Institute shall begin January 1 and end December 31 of the calendar year.

Section 2 – Revenues

ICRM revenues may be obtained from the following sources:

- A. Fees for Certification: The Board of Regents shall specify required fees for sitting for the Certified Records Manager Examination or any part thereof and for certification.
- B. Annual Fee: Each individual certified as a CRM shall become a member of the Institute and be required to pay an annual fee in an amount to be specified by the Board of Regents in order to remain in good standing.

- C. Proceeds from sale of products and services.
- D. Grants, Donations, Bequests and Contributions: The ICRM shall solicit grants, donations, bequests and contributions from such organizations, institutions and individuals who wish to promote the objectives of this Institute.
- E. License Fees from affiliates.

ARTICLE VI Organization

Section 1 – Governing Body

The governing body of the ICRM shall be known and referred to as the Board of Regents (Board), and shall consist of five Officers, eight Regents, each of whom shall be a certified member in good standing of the ICRM. The Board shall, insofar as practical, be representative of CRM's in good standing that represent records management in the private and public sector of business and industry, the international community, state and local government, and in educational institutions.

Section 2 – Officers

The officers of the ICRM shall be Chair, President, President-Elect, Secretary and Treasurer. The Secretary and Treasurer may, with the concurrence of the Board, appoint Assistant Secretaries and Assistant Treasurers to assist them in their respective duties.

Section 3 – Terms of Office

Terms of office for the Chair, President, President-Elect, shall be for one year commencing on January 1 and ending on December 31, or when their successors have been elected and assume office. The President-Elect shall succeed to the Presidency, and the President shall succeed to Chair upon completion of their respective one-year terms.

Terms of office for Secretary, Treasurer, and Regents shall be for two years commencing on January 1 and ending on December 31, or when their successors have been elected and assume office. The Secretary, Treasurer, and Regents may not serve more than four consecutive terms on the ICRM Board of which no more than two consecutive terms may be served in the same position.

The Board shall establish rules and procedures to provide that a President-Elect, Regents, the Secretary and Treasurer shall be elected as appropriate each year.

Section 4 – Election of Officers and Regents

Candidates for Officer or Regent shall be a certified member in good standing of the ICRM. In so far as possible, candidates shall have served as a member of one or more Regent Committees prior to candidacy. Candidates for President-

Elect shall be chosen from individuals who have served on the ICRM Board as a regent or officer within the preceding five years.

Election as an Officer or Regent shall be by a majority vote of valid ballots cast by members of the ICRM under such rules and procedures for elections as prescribed by the Board of Regents. In the event of a vacancy, the President will appoint a replacement to fill the unexpired term of office of Officers or Regents to be confirmed by a two-thirds vote of the members of the Board present and voting, or as otherwise provided except that a vacancy in the office of President shall be filled by the succession of the President Elect and the vacancy in the office of the Chair shall be filled by the succession of the President.

Section 5 – Duties of Elected Officers

- A. Chair: The Chair shall serve as senior advisor, election management chair and ombudsman. The Chair is responsible for providing leadership, guidance and direction in executing and implementing the policies of the ICRM. The Chair will vote only in the event of a tie and will cast the deciding ballot.
- B. President: The President shall be the chief executive officer of the ICRM, shall assume all the duties of the Chair during the Chair's absence, disability or vacancy, and maintain the Index to Policies and maintain the Organizational Structure and Procedures Manual..
- C. President-Elect: The President-Elect shall assist the President in the administration of the Institute, chair the strategic planning committee and shall assume the duties of the President in the President's absence, disability or vacancy.
- D. Secretary: The Secretary is the official custodian of all records of the ICRM and meetings of the Board and is responsible for general correspondence of the ICRM.
- E. Treasurer: The Treasurer is the chief financial officer of the ICRM and custodian of funds, securities, and any other financial assets, and shall be responsible for maintaining the list of current members of the ICRM. The Treasurer shall receive and disburse all funds of the ICRM in accordance with rules and procedures as specified by the Board of Regents. The Treasurer shall maintain appropriate records, provide financial reports, obtain appropriate surety coverages, and be in charge of all financial matters for the ICRM.

Section 6 – Removal of Officers and Regents

Any officer or member of the Board of Regents may be removed for cause (e.g., failure to remain in good standing, violation of ethics, dereliction of duties) if two-thirds vote on a motion for such removal is obtained from those present and voting their approval at any regular or special Board meeting. Vacancies of a Regent, Secretary, or Treasurer will be filled by presidential appointment to be

confirmed by a two-thirds vote of the Board members present, and voting their approval (Please see Article VI section 4). These appointments will extend until the next election of the members to the Board. Vacancy of the Presidency that occurs as a result of a removal will be filled by the succession of the President Elect and the vacancy or removal of the Chair shall be filled by the succession of the President. Votes to confirm the removal or fill the vacancies created by this section shall only be conducted at regular or special Board meetings and may not be conducted by mail, email or FAX.

ARTICLE VII Commissions, Committees, and Task Forces

The President, with approval of the Board of Regents, shall appoint chairpersons of commissions, committees, task forces and other such bodies as may be necessary to carry out the objectives of the ICRM. The President may appoint any member of the ICRM to serve on such bodies as be required.

ARTICLE VIII Meetings and Conduct of Business

Section 1 – Meetings

The Board of Regents shall hold at least two meetings per year to administer the activities of the Institute. Meetings shall be held at the call of the President or at the request of four members of the Board of Regents with at least fourteen days notice to members of the Board. An absent member of the Board of Regents may designate, by written proxy, another member of the Board to act on his or her behalf at a scheduled meeting of the Board. Notification of requests for proxy must be submitted to the President and approved by him/her prior to the scheduled Board meeting.

One of the meetings of the ICRM will be conducted in concurrence with the annual ARMA International conference and will include an annual business meeting at which the Board of Regents will formally report activities of the ICRM to the general membership of the ICRM. Minutes of the annual business meeting will be made available to all ICRM members in good standing.

Section 2 – Quorum

A quorum to conduct business shall consist of a majority of the members of the Board.

Section 3 – Business by Mail

Official business, including voting, may be transacted by mail, including email, FAX or similar transmissions.

Section 4 – Parliamentary Authority

The rules contained in *Robert's Rules of Order*, as revised, shall govern in all cases where they do not conflict with the Constitution and By-Laws of this Institute

ARTICLE IX
Education Activities

The Institute may develop, sponsor and hold seminars restricted to topics on how to apply for, study for, and take examinations.

ARTICLE X
Headquarters

The headquarters of the ICRM shall be located at an address designated by the Board of Regents.

ARTICLE XI
Contracts

The Board of Regents may authorize any officer or member to enter into any agreement or execute and deliver any instrument in the name of or on behalf of the Institute, and such authority may be general or confined to a specific instance. Unless so authorized by the Board of Regents, no officer, member, or employee shall have any power or authority to bind the Institute by any contract or engagement, or to pledge its credit, or render it liable for any purpose or to any amount.

ARTICLE XII
Exempt Activity Provision

Notwithstanding any other provision of these By-Laws, no member, regent, officer, employee, or representative of the Institute shall take any action or carry on any activity by or on behalf of the Institute not permitted to be taken or carried out by an organization described in Section 170(c)(3) of the Internal Revenue Code of 1954, or any successor provision or provisions thereto.

ARTICLE XIII
Distribution of Assets

In the event this Institute is dissolved, the net assets thereof shall be distributed as soon as practical to the entity designated and confirmed by a 2/3rds vote of the Board of Regents at a Board meeting held prior to the Institute's dissolution.

ARTICLE XIV
Amendments

Section 1 – By Regents

The Board of Regents shall have the power to amend the Constitution and By-Laws of the Institute by affirmative vote of two-thirds of the Board present at any meeting of the Board of Regents, provided that the proposed amendment is included in the notice of such meeting and is discussed at that meeting.

Proposed amendments, which arise at a meeting of the Board of Regents and receive a two-thirds affirmative sense of the Board approval may be voted upon by mail before the next regularly scheduled meeting of the Board. All such amendments adopted by the Board of Regents may be altered, amended, or repealed by the members.

Section 2 – By Members

The Constitution and By-Laws may be amended by members of the Institute through submission of a petition, signed by twenty percent of the members of the Institute in good standing, such petition to be submitted to the members of the Institute in good standing for ratification. Affirmation by two-thirds of the members in good standing is required for adoption of a proposed amendment.