

# DAMA Philadelphia – Delaware Valley Bylaws

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Version 1.2

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# Document Control

## Revision History

Date	Version	Description	Author
5 Aug 2013	04.17	Complete revision to Bylaws from version dated 2003	Anne Marie Smith
14 June 2018	1.2	<p>Correct all references to DAMA International and replace with chapter. Remove requirement to be a DAMA-I member to serve on the board. Move up the verbiage about sponsorship from VP Membership to VP Corporate Sponsorship. Moved the bullets pertaining to DAMA-I eligibility up to the first section and renamed it to DAMA-I Affiliation. Removed Mission, Value, Purpose &amp; Goals section. Change that membership list will be provided to DAMA-I and replace that membership status will be verified upon request, and any actual list sharing will be subject to applicable privacy laws. Remove redundant portions of board eligibility -- removal by 2/3 vote (as this is already clearly covered in the removal procedure), code of ethics (that is signed only after being elected, and is not required to be eligible to run). Indemnification and Insurance section was completely blank, added standard language for that. Replace all instances of VP Operations with VP Internal Communication. Add that members shall be at least informed of bylaw changes. Add responsibility to President to be an active member of the President Council. Removed Amendment section at end of document because it was redundant with Amendment of Bylaws.</p>	Eugene Desyatnik Ray McGlew Stacey Haurin Terry Carnes

## Revision Requests

Submit all requests for revisions to this document to [philadama@gmail.com](mailto:philadama@gmail.com)

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# DAMA Philadelphia – Delaware Valley BYLAWS

## I. INTRODUCTION

This document contains the bylaws that are used to operate the DAMA Philadelphia-Delaware Valley chapter of DAMA International. Note that DAMA – Philadelphia-Delaware Valley will be referred to as “the Chapter” for ease of expression

Each board member must use this information in conducting the business of the Chapter in their respective positions. It is intended to provide the background information new board members need to serve as a board member and to highlight changes that have occurred to the bylaws during the existence of the Chapter.

### I.A DAMA International Affiliation

The Chapter will ensure that it remains an independent legal entity that maintains a chapter relationship in good standing as defined in the affiliation agreement.

## II. Chapter Meetings

The Board of Directors will determine the calendar of events including meetings each year after elections and may modify the calendar at any time as long as there is at least one meeting per calendar quarter. Each meeting will incorporate at least one educational session focusing on one or more topics in areas of enterprise data / information management.

Meeting notices (dates, locations, speakers, topics, etc.) must be published in advance of each meeting to allow members and guests to register and to permit final arrangements to be made.

Meetings or portions of meetings may be sponsored by vendor organizations. Sponsors may provide information on their products or services as part of the meeting as a separate agenda item and not as part of a presentation. The Chapter shall not provide member contact information to the sponsor, nor does sponsorship indicate that the Chapter in any way endorses the product or service

The Chapter is a vendor neutral organization. As such, no sales presentations are permitted at any DAMA meeting or other event except for sponsor provision of information on their products or services. All presentations must be given without sales orientation. Presentations by any vendor must be focused on the discussion of generic information not directly related to any specific software, hardware or methodologies sold by the vendor. However, should a vendor be asked to demonstrate a product in “production” mode or for a Vendor Day exhibition, sales-oriented presentations would be permitted.

### **III. THE BOARD OF DIRECTORS**

The Board of Directors serves to represent the general membership of the Chapter and is charged with the strategic and tactical management of the Chapter. Each member of the Board is responsible for their specific duties, and all members of the Board must:

1. Maintain proper attendance at least 50% of board and chapter meetings unless excused by the chapter president
2. Be eligible to vote at all Board of Directors' meetings
3. Vote on all contracts with conference partners, vendors and other parties as necessary
4. Sign annually and adhere to the DAMA International Code of Ethics

#### **III.A President**

The President, who is also the Chief Executive Officer (CEO), is responsible for providing leadership and direction for the Chapter. The President is the general representative to all external organizations and bears final accountability for the continued health and well-being of the Chapter.

Roles and responsibilities:

1. Provide leadership for current activities and long term direction for the chapter
2. Decide appropriate tasks and the person(s) responsible to complete that task within the definitions of the various offices as outlined below
3. Monitor completion of designated tasks through project plans, task lists and status reports
4. Call for and preside at all Board of Directors' meetings
5. Appoint committee chairpersons and oversee committees' activities for successful completion
6. Be eligible to serve on all committees as a non-voting member
7. Nominate assistants to the President, subject to final approval of the Board of Directors
8. Represent the Chapter to all external organizations in a professional manner
9. Maintain the Chapter Strategic Business Plan, as developed and updated by the Chapter Board of Directors
10. Be eligible to vote at all Board of Directors' meetings only in case of ties among the other board members eligible to vote
11. Excuse board member absence from a meeting.
12. Be an active member of the President Council

### **III.B Vice-President, Member Services**

The Vice-President of Member Services is responsible for providing, coordinating and maintaining the Chapter's member services. Members are those individuals and organizations who have paid DAMA membership dues.

Roles and responsibilities:

1. Maintain all membership documentation and verify a given member's status to DAMA International as requested and permitted by privacy laws
2. Develop and execute member recruitment initiatives for the Chapter, in conjunction with the VP of Marketing and Communications and other chapter officers
3. Plan and package overall services and benefits for the Chapter, based on the member services and benefits of DAMA International
4. Administer member services and benefits for the chapter
5. Create tactical committees as required in support of Member Services activities, act as Chair for these committees, run operations and report the results to the Board

### **III.C Vice-President, Programs**

The Vice-President of Programs and is responsible for providing and coordinating the Chapter meetings.

Roles and responsibilities:

1. Develop and promote the Chapter's meetings with speakers and appropriate content
2. Publish and update the Chapter meeting schedule with all appropriate content, in conjunction with the VPs of Online Services, Marketing, Corporate Sponsorship and Member Services
3. Coordinate meeting location and other meeting arrangement details with chapter VP of Arrangements and location staff.
4. Assist the VP of Internal Communication to maintain the Chapter meeting history documentation, recording meeting date/speakers/topic categories/specific topic/comments
5. Create tactical committees as required in support of Programs, act as Chair for these committees, run operations and report the results to the Board

### **III.D Vice-President, Financial Services (Treasurer)**

The Vice-President of Financial Services, who is also the Chief Financial Officer (CFO) of the Chapter, is responsible for maintaining the Chapter's financial and legal records including the accounting for all revenues, dues, and disbursement of all funds in a responsible and controlled manner.

Roles and responsibilities:

1. Direct the preparation of the annual the Chapter budget
2. Track and report actual revenues and expenses compared to the annual budget
3. Coordinate financial accounting and reporting (keep an accurate ledger)
4. Maintain checking, savings and investment accounts according to generally accepted accounting principles
5. Coordinate collection of annual dues fees from all the Chapter members
6. Process payments of all bills and vouchers in a timely manner
7. Maintain the Chapter incorporation status
8. Manage the preparation of state and federal tax reports
9. Assist President with contract negotiations for conference partners, vendors, and other parties as necessary
10. Monitor financial performance of all contracts
11. Create tactical committees as required in support of Finance, act as Chair for these committees, run committee operations and report the results to the Board
12. Provide support for regional tour program as appropriate based on recommendation of the VP of Programs

### **III.E Vice-President, Corporate Sponsorship**

The VP Corporate Sponsorship is responsible for providing the Chapter with sponsors for all meetings and other chapter events and support for the sponsors, including the discovery and sustainment of sponsors and related sources of chapter support.

Roles and responsibilities:

1. Research possible sponsors for the Chapter data management product vendors, consulting companies, related product and service providers, etc. Sources of research can include examination of conference sponsors' lists, event organizers, product and service vendor solicitations to members through in-person visits or emails, etc.
2. Contact possible sponsors to determine their interest in becoming a sponsor for the Chapter meetings and / or other events, via email and phone contact
3. Ensure that every meeting and all chapter events have two sponsors that can offset costs associated with the meeting
4. Communicate the sponsorship information (name, company, sponsorship level, sponsor's URL, etc.) to the Program VP, Arrangements VP, Membership VP with sufficient time so this information can be included in all chapter communication to members for marketing purposes
5. Develop relationships with sponsors and their representatives, to maintain a wide sponsorship capability for the chapter at all times

6. Maintain the comprehensive sponsorship list for the Chapter to record all past sponsors and their activities, and maintain the full contact information of all possible sponsors, and deliver this documentation to chapter board periodically.
7. Coordinate with the Chapter Treasurer to ensure that all proper payments for event sponsorships have been received.
8. Assist the VP's of Communications and Marketing in the duties for communication, publication and promotion of the chapter
9. Create tactical committees as required to support Sponsorships, act as Chair for these committees, run operations, and report the results to the Board

### **III.F Vice-President, Arrangements and Logistics**

The Vice-President of Arrangements and Logistics is responsible for managing the Chapter's arrangements for all meeting locations.

Roles and responsibilities:

1. Make meeting location arrangements, secure backup locations, confirm locations organize security arrangements, and coordinate results with VPs of Membership, Marketing, Sponsorships, Programs and others as appropriate.
2. Make arrangements for accurate delivery of any meeting properties (room set-up, projector / screen, microphone, etc.), food and associated needs, confirm all arrangements with proper parties.
3. Assist Treasurer in payment of any fees for facility and caterers and refreshments
4. Create tactical committees as required to support Arrangements and Logistics; act as Chair for these committees, run committee operations and report results to the board

### **III.G Vice-President, Marketing**

The Vice President of Marketing is responsible for providing the Chapter with marketing and publicity, and is the primary contact between the Chapter and both individuals and organizations that can provide publicity for, and raise awareness of, DAMA International and the Chapter.

Roles and responsibilities:

1. Promote the value of DAMA International, DAMA Philadelphia and DAMA related organizations.
2. Promote the publishing of data administration and Data Resource Management communication pieces in industry publications with references to the Chapter, DAMA International and its principles.
3. Coordinate and administer marketing and publicity efforts through various technologies, in conjunction with the VP of Online Services

4. Provide timely, pertinent information to all the Chapter members and prospects concerning the Chapter events, education and other data management related information
5. Develop and execute member recruitment initiatives for the Chapter, in conjunction with the VP of Member Services and other chapter officers
6. Create tactical committees as required in support of Marketing and publicity, act as Chair for these committees, run committee operations and report the results to the Board
7. Maintain layout and content on website

### **III.H Vice-President, Internal Communications**

The Vice President of Internal Communications acts as the Recording Secretary and is responsible for providing the Chapter with its internal communications. This person serves as the documentation source for all internal communication of the Chapter.

Roles and responsibilities:

1. Serve as the source of internal communications for the chapter, including the documentation of chapter board meeting minutes, and their appropriate distribution
2. Distribute the agenda for all chapter board meetings, coordinated with the chapter President
3. Provide a summary of chapter events to be delivered to the VP of Marketing, to be used in external marketing and publicity vehicles
4. Coordinate with the VP of Marketing to ensure that marketing and communications efforts occur through various technologies
5. Support the VP of Marketing to ensure that timely, pertinent information to all the Chapter members concerning the Chapter events, education and other data management related information is delivered
6. Create tactical committees as required in support of Internal Communications, act as Chair for these committees, run committee operations and report the results to the Board

### **III.I Vice-President, Education**

The Vice President of Education is responsible for managing the Chapter educational activities. This position serves as the resource for all matters concerning certification, student / university alliances, professional development, and other educational initiatives of the Chapter.

Roles and responsibilities:

1. Serve as the liaison with all certifying bodies to ensure that the Chapter members have access to all appropriate certifications appropriate for data management professionals. This includes managing the delivery of any examinations and appropriate study sessions for chapter members.

2. Arrange for delivery of certification examinations to the Chapter membership at meetings and other scheduled times in coordination with DAMA International and in conjunction with the Chapter's VP Arrangements.
3. Coordinate with VP of Programs to ensure that all chapter meetings include educational components and that chapter members' desires for education are addressed to the extent possible. Provide certification for education requirements for member professional certifications.
4. Work with local colleges and universities to develop awareness of DAMA and the data management profession and career possibilities; form student chapter groups; provide speaking opportunities for appropriate faculty, etc.
5. Coordinate with the VP of Marketing to ensure that marketing and communications efforts reach the local college / university markets
6. Serve as liaison with DAMA International to support DAMA-I educational activities
7. Create tactical committees as required in support of Education, act as Chair for these committees, run committee operations and report the results to the Board

### **III.J Vice-President, Online Services**

The Vice-President of Online Services is responsible for providing the Chapter with online electronic communications services and support, including the management and sustainment of the Chapter website and its content.

Roles and responsibilities:

1. Manage and maintain the various web resources of the Chapter including the chapter's website
2. Provide technical advice and respond to technical questions from the Board of Directors and the Chapter members concerning the Chapter technologies in use and planned for use
3. Ensure that the content of the Chapter website is current, adheres to the DAMA International Affiliation Agreement requirement and provides timely information to the Chapter members and prospective members
4. Assist the VP of Communications and Marketing in the duties for communication, publication and promotion of the Chapter
5. Create tactical committees as required to support Online Services, act as Chair for these committees, run operations, and report the results to the Board

### **III.K Past President**

The Past President is responsible for providing transitional support to the Chapter and for assuring the continuation of the Board through supervising nominations and elections.

Roles and responsibilities:

1. Provide advice and guidance to the Board of Directors, especially the President of the Chapter
2. Be eligible to serve on all committees as a non-voting member
3. Administer the nominations and elections process for the Chapter Board of Directors with a committee of selected board members and / or advisors.
4. Lead the search committee for new members to the Chapter Board of Directors, and support the formation of committees / solicit support from members that assist the chapter's officers in the performance of their duties.
5. Provide guidance and recommendations at Board of Directors' meetings and through correspondence and communications with other board members

### **III.L Associate Vice Presidents**

A Board of Directors' Associate Vice President is an individual who is appointed by the President with approval of the Board of Directors to provide support to an assigned VP position.

1. Provides support to all responsibilities of the assigned VP position.
2. Must be approved by a majority of the Chapter Board of Directors.
3. Must be a current member of the Chapter.
4. Associate Vice President is not eligible to vote for the assigned VP position at Board of Directors' meetings unless directed in writing by the Associate Vice President's assigned VP.
5. Associate Vice President's term of service is at the discretion of the assigned VP and Board of Directors. AVP positions run until the election of the associated VP and may be re-appointed by the President subject to approval of the BOD.
6. Associate Vice President must sign annually and adhere to the DAMA International Code of Ethics.
7. Associate Vice President may be nominated to the full position on the Board of Directors at the end of term for assigned VP or other VP position.

## **IV. OFFICERS AS MEMBERS OF THE BOARD OF DIRECTORS**

### **IV.A Membership on the Board of Directors**

Each elected member of the Board of Directors will be an Officer of the Association. All Officers of the Chapter must sign annually and adhere to the DAMA International Code of Ethics. Each member must remain as a chapter member in good standing throughout his or her term of office through payment of all chapter membership dues and fulfillment of any other stated membership responsibilities.

## IV.B Term of Office

Each Officer will be elected for a two-year term. All officers may run for additional terms, but the President is limited to two (2) two-year terms. The President will automatically assume the office of Past President at the end of their term(s). Past Presidents may be elected to other Board positions after their term as Past President has been served, but Past Presidents cannot serve again as a President of the Chapter.

Terms of the elected positions will be staggered, beginning as follows:

<b>Odd Years:</b>	<b>Even Years:</b>
<ul style="list-style-type: none"><li>• Communications</li><li>• Corporate-Sponsorship</li><li>• Programs</li><li>• Online Services</li><li>• Membership Services</li></ul>	<ul style="list-style-type: none"><li>• Financial Services/Treasurer</li><li>• Marketing</li><li>• Arrangements and Logistics</li><li>• President</li><li>• Education</li></ul>

## IV.C Calendar Term

Each Officer's term of office will begin June 1. Advisors' terms will begin June 1 and will end the following May 31.

## IV.D Removal from Office

For any cause, an Officer may be removed from office by a two-thirds vote by the Officers of the Board of Directors (exclusive of the Past President). Causes that may precipitate such action include but are not limited to:

1. Violation of ethical standards;
2. Non-performance of the duties of their office;
3. Non-attendance at meetings
4. Violation of federal, state or local laws; or
5. Other reasonable and documented causes (as determined by a majority vote of the remaining Officers)

## IV.E Mid-Term Vacancy of Board Position

A vacancy in a position on the Chapter Board of Directors will be filled by appointment by the Chapter President and affirmed by a majority vote of the Chapter Board of Directors. A vacancy of the President of the Chapter will be appointed through a super majority of the Board of 66% of the board where a quorum exists. The individual who is filling the mid-term vacancy will hold that position only for the remainder of the 2-year term and until the regularly scheduled election for Board of Directors occurs. The individual appointed to fill the vacant position does not serve a complete 2-year term but may be nominated for election to a full term in the position during the normal election process.

#### **IV.F Officer Position Changes**

Officer positions may be added, removed or changed by revision to the Bylaws, review by the Executive Committee, and majority vote by the entire voting-eligible Board of Directors. Amendment to these Bylaws must reflect any changes to the Officer positions.

### **V. ELECTION OF MEMBERSHIP TO THE BOARD OF DIRECTORS**

#### **V.A Eligibility for Board of Directors' Office**

1. Candidate must currently be a member of the Chapter in good standing (full payment of dues).
2. Candidates for President of the Chapter must have served at least one complete term in another office on the Chapter board.
3. Candidates must be prepared to make a serious commitment in time, energy and talent. They must be able to maintain proper attendance at all chapter meetings and board meetings, and must be willing to follow through on all commitments made to complete the obligations of the office to which they have been elected / appointed.
4. All candidates must attend all regularly scheduled meetings of the Chapter Board of Directors. "Proper attendance" is defined to mean that a board member/officer attends at least 2/3 of the meetings held during a calendar year.

#### **V.B Nominations and Elections**

1. The Past President serves as chairperson of the Elections Committee. Should the Past President be unable to serve in this role, the Board of Directors will appoint a substitute to administer the election
2. The Elections Committee will publish the annual *Election Calendar* indicating the dates for all election milestones for the upcoming election. This announcement will be published no later than March 1 of each year. In this announcement, a call for candidates for the open offices will be made with the schedule for the nomination and election process included.
3. A nominee may seek a maximum of one office in any one election. The Elections Committee will certify the nominee's eligibility (chapter membership, platform and profile, etc.)
4. Any member of the Board of Directors who wishes to run for another office does not have to resign their current position until they are elected to a new position. If they are elected to a new position, the President will appoint a person to fill the vacancy for one year
5. The Past President /chair of Elections must receive nominations by the deadline as published in the *Election Calendar*
6. If no nominations are received, the Board of Directors will seek volunteers to fill the open positions.

## **V.C Balloting Section**

1. If there are no contested positions, (positions for which more than one person is nominated), no balloting is required. The nominee will automatically take office the following June 1
2. If more than one nomination for a position is received, the choice among nominees will be put to a vote of the DAMA members as follows
  - For all positions, a ballot showing all nominees, the office and a short profile, will be sent to each the Chapter member on or before the date indicated in the *Election Calendar*
  - Each Chapter member may submit only one ballot, signed by the Chapter member and dated appropriately. Corporate members will complete one ballot, with one designated representative signing for the corporate membership.
  - To be valid, all ballots must be returned to the Elections Committee by the indicated date in the *Election Calendar*
  - Ballot counts will be certified by the chairperson of the Elections Committee in conjunction with one other member of the committee
  - The winner of each position will be that nominee receiving a majority of the votes cast for that position
  - In case of a tie, the winner will be determined by majority vote of all elected officers
3. Any office that is left vacant after the election process will be treated as a vacancy.

The incoming President of the Board of Directors will announce the composition of the Board of Directors within two weeks of the closing of the Election process. At that time a communication showing all board members' names, their office and a short profile of each officer will be sent to each the Chapter member and announced through other media as appropriate.

## **VI. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

### **VI.A Right to Indemnification**

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to a suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a Director or officer of the corporation acting in good faith, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding.

## **VI.B Non-Exclusivity**

The right to indemnification and payment of expenses shall not be exclusive of any other right that any person may have or hereafter acquire under any statute or rule of law.

## **VI.C Insurance**

The chapter shall evaluate appropriate directors and officers insurance policies and maintain them to the best of its abilities for the purposes of indemnification and payment of expenses that may exceed the assets of the chapter.

## **VII. BOARD OF DIRECTORS MEETINGS**

- A. The President will convene the Chapter Board of Directors' meetings at least quarterly each year, or more frequently as agreed to by the Board of Directors. At least one meeting will be held in person at a selected location annually.
- B. The date and time of the next Board of Directors' meeting will be confirmed at the end of each Board of Directors' meeting.
- C. The quorum for the Chapter Board of Directors' meeting will be one more than one-half of the eligible voting members of the Board of Directors. Members of the Board of Directors may be represented in person or by proxy at a Board of Directors' meeting. A voting board member may hold no more than one proxy for other Board members
- D. A member of the Board of Directors may appoint another the Chapter board member or their Associate VP to serve as their proxy for purposes of exercising their right to vote at any Board of Directors' meeting. Any proxy appointment must be filed with the VP of Internal Communications before the appointed time of the Board of Directors' meeting.
- E. The President will determine the agenda for Board of Directors' meetings. Tentative meeting agendas will be distributed to the Board of Directors' members prior to the scheduled meeting. Any the Chapter Board of Directors' member or Advisor may initiate Board of Directors' agenda items by notifying the President.
- F. All Board of Directors' votes will be decided by the simple majority vote of the members, including proxies, attending the scheduled meeting unless otherwise specified in these bylaws.
- G. The VP of Internal Communications will record and publish minutes of all Board of Directors' meetings for the Chapter. The VP of Internal Communications will retain a copy of all minutes and meeting agendas in the Chapter archives for audit and other purposes.

## **VIII. DAMA-PHILADELPHIA CHAPTER MEMBERSHIP**

### **VIII.A DAMA Philadelphia Membership Types**

There are three (3) types of memberships in the Chapter: individual, corporate, and student.

1. Individual Member: a member who registers as one person, paying dues for only one person
2. Corporate Member: membership by a company, corporation, or major division of a corporation. Membership is not held by particular individuals, instead a set number of individuals are permitted to attend the Chapter events under a corporate membership. Each corporate member has two votes.
3. Student: a full time student attending a recognized educational institution

## **IX. AMENDMENT OF BYLAWS**

1. Amendments to these bylaws may be submitted as agenda items for the Chapter Board of Directors' meetings. Submission is made to the President or to the VP of Internal Communications at least one week in advance of the chapter board meeting for inclusion in the meeting's agenda. Amendments will first be considered and discussed by the Chapter Board of Directors before presented to the members.
2. Amendments may be adopted, postponed or rejected by simple majority vote of the participating members of the corporation
3. Record of amendments must be recorded in these bylaws as described in the section "Amendments"
4. Members of the corporation shall be allowed a period of time for review and discussion. The board may also wish to consult draft revisions with members at board's discretion.

## **X. BOARD OF ADVISORS**

- A. An appropriate individual may be recommended by any member of the Chapter Board of Directors and upon receiving a majority vote of the Board of Directors will become a member of the Chapter Board of Advisors. There will be a minimum of one (1) Advisor and a maximum of five (5) Advisors.
- B. The term for an advisor is for one year beginning June 1. An Advisory Board member may serve multiple terms as long as the Chapter Board selects the member for additional terms of membership through the normal nomination process.
- C. Members of the Board of Advisors may be dropped from the Board of Advisors by a two-thirds vote of the Board of Directors. Members of the Board of Advisors are encouraged to contribute their expertise and guidance to the Chapter and submit agenda items for the Chapter's consideration

## **X.A Advisor Eligibility**

- I. Be a respected member of the community either in industry or public service (practitioner, academic or consulting); does not have to be a member of the Chapter
- II. Possess demonstrable experience to the extent that the person can offer expert advice to the Chapter Board of Directors in the execution of the chapter's goals and operations
- III. Be willing to assist and lead the Chapter in establishing and maintaining a proper direction for the Chapter as a dynamic professional organization
- IV. Be willing and able to spend time advising the chapter on data/information resource management related topics
- V. Demonstrate support of the DAMA International and Chapter organization, mission, and goals, and the chapter's advancement of those goals