

# BYLAWS

## DATA ADMINISTRATION MANAGEMENT ASSOCIATION

TRADE NAME: DAMA-CHICAGO  
P.O. BOX 477, BENSENVILLE IL 60106

### **I. BOARD OF DIRECTORS**

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1. The Organization will be governed by a Board of Directors.
2. The Board of Directors are responsible for making key decisions that address the organization's mission, strategy, and goals.
3. The Board of Directors are accountable for revising and maintaining the organization's Charter, Bylaws, and Policies that are ratified by a majority vote of the Directors.
4. The Board of Directors are responsible for the organization's compliance to the DAMA-I Chapter Affiliation Agreement.
5. The Board shall consist of the elected individuals who meet the following requirements:
  - Current chapter membership is paid in full
  - Has contributed to chapter in an Executive Board position
  - Maintains connections to a broad data management community
6. The Board of Directors will make all organizational decisions not delegated to the Executive Board.
7. The Board of Directors shall have a minimum of three (3), but no more than five (5) board members with three (3) fulfilling the roles of President, Secretary, and Treasurer.
8. Directors on the Board will serve for a two-year (2) term beginning on August 1<sup>st</sup> in the year of the election. This date is important as it coincides with the formation month of the corporation and the required state report filing date.
9. Election of Board Directors must be held in May in the year coinciding with the end of the term of the current Board.
10. The Annual Board of Directors Meeting will be held every year in June. In the election year, the results of the election will be presented. From the elected corporate officers, the positions of President, Secretary, and Treasurer will be determined.
11. Each Board Director gets one vote when voting on a proposed motion.
12. No proxies will be permitted in election voting.

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## II. OFFICERS

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### A. The Executive Board

1. The Executive Board handles the day-to-day operation of the organization.
2. The Executive Board is minimally comprised of the following **Corporate Officers** who must also be members of DAMA International:
  - President
  - Secretary
  - Treasurer
3. The Executive Board may also include the following **Administrative Officers**
  - Membership VP
  - Marketing VP
  - Programs VP
  - Education Services VP
  - Information Services VP
  - Technical Services VP
4. Administrative Officers are responsible for the daily activities of the organization and take actions to make the vision of the Board of Directors possible.
5. Corporate Officers on the Executive Board serve as Directors on the Board of Directors.
6. Administrative Officers on the Executive Board are appointed by the Board of Directors.
7. A Director on the Board of Directors may also serve as an Administrative Officer on the Executive Board.

### B. Officer Eligibility, Election, & Term

1. The length of term for all officers is two (2) years.
2. Officers are elected as individuals.
3. To hold office, an individual must be an individual member or an employee of a corporate member with annual dues paid for the current term.
4. If an officer becomes ineligible to hold office during their term, they will have a grace period of 60 days to re-establish eligibility or resign the office.
5. To be eligible to hold the office of President, an individual must have at least one year of service on the DAMA-Chicago Executive Board.
6. An officer's term will begin on August 1<sup>st</sup> of the year of the two (2) year term of the Board of Director election. This date is important as it coincides with the

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formation month of the organization and the required state corporation filing date.

7. The President, with the approval of the Board of Directors, may combine or eliminate the duties of Administrative Officer positions in order to continue the smooth functioning of the organization.
8. If an officer is not performing their functions, they can be removed from office by a vote taken of the Board of Directors.
9. All officers will sign the DAMA International Code of Conduct and Ethics and ensure compliance to the Code.
10. An officer may resign at any time by delivering written notice to the Board. Any such resignation shall take effect at the time specified therein, or immediately if the time is not specified. The acceptance of such resignation shall not be necessary to make it effective.
11. Nominations will be taken and the Board of Directors will appoint a replacement to fill a position vacated by any officer's resignation if deemed necessary.

**C. Officer Governance**

1. Any officer making financial arrangements for services benefiting the Chapter will consult with the Treasurer and President prior to committing to the financial transaction.
2. An officer is expected to attend all General Chapter meetings. If unable to attend, it is expected that the President be pre-notified via email or responds thru a meeting invitation decline action.
3. Must attend 50% of scheduled Executive Board meetings. If unable to attend, it is expected that the President be pre-notified via email or responds thru a meeting invitation decline action.

**D. Officer Positions**

1. **President**
  - a) Serves on the Board of Directors and as a Corporate Officer on the organization's Executive Board.
  - b) Presides over Board of Directors, Executive Board, and Chapter meetings.
  - c) Assists in appointment of committee, and Special Interest Group (SIG) chairpersons.
  - d) Acts as the Chapter representative at all associated functions.

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- e) Assists all Officers in the performance of their responsibilities.
- f) Provides leadership and direction.
- g) Liaises with the DAMA International Organization.
- h) May be involved with legal and financial matters.
- i) Assists in certifying content on Chapter website and social media sites.

**2. Treasurer**

- a) Serves on the Board of Directors and as a Corporate Officer on the organization's Executive Board.
- b) Keeps accounts and proposes annual budget.
- c) Collects dues and fees.
- d) Presents a balance sheet and income statement at all board meetings.
- e) Ensures payment of DAMA-I Affiliation fee.
- f) Handles annual tax filing.
- g) Reviews and advises on all board financial arrangements.
- h) Approves all expenditures and processes payment of bills.
- i) Creates and submits invoices for Corporate Membership companies upon request. Approves membership P.O.s, as applicable.

**3. Secretary**

- a) Serves on the Board of Directors and as a Corporate Officer on the organization's Executive Board.
- b) Prepares, publishes, and preserves minutes and records of Chapter business meetings and Chapter Board meetings
- c) Maintains and preserves all required association documentation (e.g., Charter, Bylaws).
- d) Administratively assists all officers in completing their duties.
- e) Responsible for processing all requested charter modifications and updating DAMA-I in a timely manner per Chapter Affiliation Agreement.
- f) Administers Chapter's annual renewal as an Illinois non-profit organization.
- g) Submits IRS form 8822-B when Treasurer (i.e., responsible party) or

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chapter's address changes.

**4. Membership Vice-President**

- a) Services on the Executive Board.
- b) Responsible for current membership lists and statistical reports on attendance.
- c) Processes prospects and new applicants.
- d) Takes attendance and attendee check-ins at meetings and functions.
- e) Ensures all meeting attendees are paid-up members or approved guests.
- f) Issues email reminders for annual dues.

**5. Program Vice-President**

- a) Serves on the Executive Board.
- b) Responsible for speakers at General Chapter Meetings.
- c) Arranges for vendors / sponsors for meetings.
- d) Responsible for finding venues to conduct general chapter meetings.
- e) Responsible for obtaining sponsors for general chapter meetings.
- f) Coordinates schedule of events for the membership.
- g) Arranges for meeting facilities.
- h) Arranges confirmation and thank-you letters.
- i) Provides the Marketing VP with program content to publish on social media.

**6. Marketing Vice-President**

- a) Serves on the Executive Board.
- b) Responsible for content publishing on chapter social media sites.
- c) Responsible for marketing activities and events pertaining to DAMA-Chicago general meetings, special interest groups, seminars and membership drives.
- d) Creates and publishes newsletters with an adequate lead time to subscribers prior to meetings.

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**7. Education Services Vice-President**

- a) Serves on the Executive Board.
- b) Organizes Certified Data Management Professional (CDMP) certification training as needed.
- c) Finds venue to host training sessions.
- d) Coordinates with DAMA-I to conduct the training and testing.
- e) Recommends cost of training and fees to charge members with approval of the Board.
- f) Assists Program VP as needed.

**8. Information Services Vice-President**

- a) Serves on the Executive Board.
- b) Plans topics for the information exchange discussions
- c) Conducts surveys of members' interests.
- d) Monitors discussion groups.
- e) Provides assistance to the Program Vice-President.
- f) Assists with moderation of posts on social media sites.
- g) Provides support to Technical Services VP for security-related incidents.

**9. Technical Services Vice-President**

- a) Serves on the Executive Board.
- b) Maintains DAMA-Chicago website design and content in collaboration with Marketing VP.
- c) Ensures DAMA-Chicago website continuous operation.
- d) Administers Board member email accounts.
- e) Administers DAMA-Chicago social media accounts (e.g., X (Twitter), LinkedIn, other official Chapter sites).
- f) Assists with operation of audio/visual equipment supporting hybrid virtual/in-person meetings.

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**11. Assistant Vice-President Position(s)**

- a) With the President's approval, a VP may appoint an Associate or Assistant VP (AVP) to their associated Administrative Officer position to assist in their duties.
- b) The Assistant VP's term coincides with the associated VP's term.
- c) A VP may dismiss an associated AVP from their position if their assigned responsibilities and duties are not fulfilled.

**E. *Indemnification of Directors and Officers***

**1. Right to Indemnification**

Each person who was, or is, threatened to be made a party to any actual or threatened action, suit, or proceeding, whether civil or criminal, by reason of the fact that he or she is, or was, a Director or officer of DAMA Chicago, shall be indemnified and held harmless by DAMA Chicago to the full extent permitted by applicable law as then in effect against all expense, liability, and loss including attorneys' fees, judgments, fines, and penalties actually and reasonably incurred by such person. Such indemnification shall continue to a person who has ceased to be a Director or officer and shall inure to the benefit of his or her heirs, executors, and administrators; provided that with respect to proceedings to enforce the right of indemnification, DAMA Chicago shall indemnify only if a written request to the Board of Directors was made prior to the proceedings. The Board of Directors may authorize payment in advance to a Director or officer for expenses incurred in defending a proceeding provided that the Director or officer seeking payment provides to the Board of Directors in advance of the final disposition of said proceeding an undertaking to repay all amounts so advanced if said Director or officer shall ultimately be determined not entitled to be indemnified.

**2. 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.

**3. Insurance**

DAMA Chicago may, within the discretion of the Board of Directors, maintain insurance at its expense to protect itself and any Director, trustee, officer, or employee of DAMA Chicago, whether or not DAMA Chicago

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would have the power to indemnify such person against such expenses or loss under applicable Illinois statutes.

### III. MEMBERSHIP

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#### A. *Overview*

1. The requirement for a membership is an active interest in data management and annual dues paid in full.
2. Members of other DAMA Chapters or affiliated DAMA organizations who have established a formal reciprocal agreement with DAMA-Chicago may attend DAMA-Chicago meetings.

#### B. *Membership Types*

1. **Corporation** - Membership by a company, corporation, or major division of a corporation. Membership is not held by particular individuals. Each corporate member should designate one member to be its primary representative. Corporate members must register for meetings and events with their corporate email address.
2. **Individual** - Membership for a specific named individual.
3. **Student** – Membership for a specific named individual who is a full-time enrolled student at an accredited college or university.
4. **Trial** – A limited admittance to specific meetings for a prospective Individual or Student considering Individual, Student, or Corporation Membership.

#### C. *Membership Status*

1. The membership year begins on the day membership payment is received and ends twelve months from that date.
2. Chapter membership is defined as an Individual, Student, or Company that has submitted payment of annual dues.
3. Memberships are for originally registered and named individuals and organizations and are not transferable or assignable.

#### D. *Membership Fee*

1. To enable presentations by diverse experts, the association is required to charge annual membership fees. These fees will be used primarily to

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- obtain guest speakers, reimburse speaker travel, and to cover rental of facilities and procure meeting-support equipment as appropriate.
2. Costs for special functions may not be entirely covered by the annual membership fee and may be recovered through an additional charge at those functions.

#### **IV. ADMINISTRATIVE PROVISIONS**

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**A. *Accounting Year***

1. The accounting year of the Chapter shall be the twelve months beginning January 1 and ending December 31.

**B. *Board of Directors Rules of Procedure***

1. The rules of procedure at Board meetings shall follow Robert's Rules of Order on Parliamentary Procedure, newly revised, as applicable.
2. A Board quorum will be comprised of one plus one half of the number of Board Directors for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may either suspend or adjourn the meeting.

**C. *Checking Account Signatures***

1. A Treasurer, Assistant Treasurer, or President signature will be required on all checking account transactions.

#### **V. CHARTER / BYLAWS AMENDMENTS**

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**A. *Submission of Amendments***

1. All charter/bylaw amendment requests must be submitted, in writing, to the Secretary.
2. The Board of Directors will review each request, assigning a level of urgency.
3. Approval of Charter, Bylaws, and Policies amendments requires a majority vote by the Board of Directors.

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## **VI. MEMBERSHIP VOTING**

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### **A. *Voting Process & Procedure***

1. A slate of nominations for Board of Directors will be prepared in February of the year that the current 2-year Board term expires.
2. An election for Directors on the Board will be held no later than June in the year of the Board of Directors' election.
3. Election ballots will be distributed to all current Chapter member who are in good-standing.
4. A "member" is an individual or corporation is considered in good-standing if their dues paid for the current year.
5. Individual members and students each receive one ballot.
6. Corporate members may receive up to 5 ballots to be received by 5 different individuals who have previously actively participated in a DAMA-Chicago event and are currently employed by said corporation.
7. A non-Director from the Executive Board will be appointed to conduct and oversee the Board of Directors election.
8. Ballots must be received by the appointed officer prior to the close of voting.
9. The additional method of voting is to hold the election at a chapter meeting. Ballots will be handed out at this meeting for voting and then collected and counted before the close of the meeting. The vote may also be by voice or show of hands of persons present. Votes will be tallied with the mailed ballots.

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